

M70016

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Globe Facility Services, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

RECEIVED

98 DEC 31 AM 11:50

☒ Walk-in

☒ Pick up time

2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

98 DEC 31 PM 1:57

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS...

NEW FILINGS	
<input type="checkbox"/>	Print
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

000002727810--0
-12/31/98--01037--024
*****35.00 *****35.00

000002727810--0
-12/31/98--01037--025
*****35.00 *****35.00

back dated
to 12/31 as
requested

Merger SP 1/6/99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MID-ATLANTIC PARTNERS, INC., a Florida corporation, V65844

INTO

GLOBE FACILITY SERVICES INC., a Florida corporation, M70016.

File date: December 31, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 4, 1999

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: GLOBE FACILITY SERVICES INC.
Ref. Number: M70016

We have received your document for GLOBE FACILITY SERVICES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

- Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please attach the Exhibit A as stated in the Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 399A00000012

**ARTICLES OF MERGER BETWEEN
MID-ATLANTIC PARTNERS, INC.
AND
GLOBE FACILITY SERVICES INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 1:57

Pursuant to Section 607.1101 of the Florida Business Corporation Act, Mid-Atlantic Partners, Inc. (the "Target") is being merged with and into Globe Facility Services Inc. (the "Survivor") (the "Merger").

Accordingly, the Survivor hereby adopts and submits the following Articles of Merger for the purpose of effecting the Merger:

ARTICLE I

The Agreement and Plan of Merger (the "Plan") effecting the Merger of the Target with and into the Survivor is attached hereto as Exhibit A and is incorporated herein by this reference.

ARTICLE II

The effective time and date of the Merger shall be at 11:59 p.m. on December 31, 1998.

ARTICLE III

The shareholders of both the Target and the Survivor adopted the Plan on December 28, 1998.

IN WITNESS WHEREOF, the undersigned have executed this document effective as of this 30 day of December ~~1998~~, 1998.

MID-ATLANTIC PARTNERS, INC.

By: Nicholas Flaskay
Nicholas Flaskay, President

GLOBE FACILITY SERVICES INC.

By: Nicholas Flaskay
Nicholas Flaskay,
Chairman of the Board and
Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of December 30, 1998 (the "Agreement"), is entered into by and among Globe Facility Services Inc. (the "Survivor") and Mid-Atlantic Partners, Inc. (the "Target"). The Survivor and the Target are referred to collectively herein as the "Parties".

Background

The Parties desire to merge the Target into the Survivor. The Parties intend that, upon the consummation of the transactions contemplated by this Agreement, the separate corporate existence of the Target will cease. Accordingly, in consideration of the mutual agreements and covenants set forth below, the Parties agree as follows:

Terms and Conditions

1. Merger. At the Effective Time, as defined in Section 2, below, the Target shall be merged with and into the Survivor, and the separate corporate existence of the Target shall cease (the "Merger"). The corporate existence of the Survivor shall continue unaffected and unimpaired by the Merger and, as the surviving corporation, it shall remain governed by the laws of Florida. The Survivor's name shall remain unchanged as a result of the Merger. The Merger shall occur pursuant to Section 607.1101 of the Florida Statutes and for federal income tax purposes, it is intended that the Merger shall qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

2. Effective Time. The Effective Time of the Merger shall be 11:59 p.m. on December 31, 1998.

3. Conversion of Shares. The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the Parties, each issued and outstanding share of the Target's common stock shall be converted into the right to receive 1.8125 shares of the Survivor's common stock, par value \$1.00 per share. No fractional shares of common stock of the Survivor shall be issued. Additionally, at the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the Parties, the 1,450 shares of common stock of the Survivor owned by the Target that are outstanding immediately prior to the Effective Time shall be cancelled and extinguished and cease to exist. All other shares of the Survivor that are issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

4. Continuation of Rights and Obligations. At and after the Effective Time of the Merger, the Survivor shall possess all rights, privileges, powers, and franchises of the Target. All property, real, personal, and mixed, all debts due on whatever account, all other things and actions, and every other interest of or belonging to the Target shall be vested in the Survivor without further action. At and after the Effective Time of the Merger, the Survivor shall assume

Exhibit A

and be liable for all the liabilities and obligations of the Target as if those liabilities and obligations had been incurred by the Survivor.

5. Survival of Claims. Any claim existing, or action or proceeding pending, by or against the Target may be prosecuted as if the Merger had not taken place, or the Survivor may be substituted in the place of the Target in such action or proceeding.

6. Directors and Officers. The directors and officers of the Survivor in office immediately prior to and at the Effective Time shall remain the directors and officers of the Survivor, retaining their respective positions and terms of office.

7. Bylaws and Articles of Incorporation. The Bylaws and Articles of Incorporation of the Survivor, as in effect at the Effective Time of the Merger, shall continue in full force and effect.

8. Business Purpose. A primary business purpose for the Merger is to alleviate the additional administrative and financial burdens associated with maintaining the Target and Survivor as two separate entities by consolidating the Target with and into the Survivor.

9. Termination. This Agreement may be terminated at any time prior to the Effective Time by any of the Parties.

IN WITNESS WHEREOF, the Parties have executed this Agreement and Plan of Merger as of the date first written above.

MID-ATLANTIC PARTNERS, INC.

By: _____
Nicholas Flaskay, President

GLOBE FACILITY SERVICES INC.

By: _____
Nicholas Flaskay,
Chairman of the Board and
Chief Executive Officer