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Division of Corporations

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MERGER OR SHARE EXCHANGE

PERFECT-CLIMATE HEATING AND AIR CONDITIONING, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 12, 2003

PERFECT-CLIMATE HEATING AND AIR CONDITIONING, INC.  
13688 MARKHAM HILL DR  
JACKSONVILLE, FL 32225

SUBJECT: PERFECT-CLIMATE HEATING AND AIR CONDITIONING, INC.  
REF: P01000120392

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES AND PLAN OF MERGER OF  
SUPERIOR SERVICE OF JACKSONVILLE, INC.,  
A FLORIDA CORPORATION, WITH  
AND INTO PERFECT-CLIMATE HEATING AND AIR CONDITIONING, INC.,  
A FLORIDA CORPORATION**

Superior Service of Jacksonville, Inc., a Florida corporation, and Perfect-Climate Heating and Air Conditioning, Inc., a Florida corporation (collectively, the "Constituent Corporations"), submit the following Agreement and Articles of Merger in accordance with the Florida Business Corporation Act for the purpose of merging Superior Service of Jacksonville, Inc. with and into Perfect-Climate Heating and Air Conditioning, Inc.

**ARTICLE I**

**CONSTITUENT CORPORATIONS**

The name and state of organization of each of the Constituent Corporations are as follows:

- (a) Perfect-Climate Heating and Air Conditioning, Inc., a Florida corporation  
(Document No. P01000120392); and
- (b) Superior Service of Jacksonville, Inc., a Florida corporation  
(Document No. P02000025018).

The name of the surviving or resulting corporation following the transactions contemplated by this Agreement and Certificate of Merger is Perfect-Climate Heating and Air Conditioning, Inc.

**ARTICLE II**

**AUTHORIZATION AND APPROVAL OF AGREEMENT AND PLAN OF MERGER**

The Agreement and Plan of Merger set forth in Article III hereof was authorized by all action required by the laws of the State of Florida and by the constitutive documents of the Constituent Corporations. The Agreement and Plan of Merger was duly adopted, executed, and approved by each of the Constituent Corporations in accordance with the Florida Business Corporation Act as follows:

(a) By unanimous written consent of the stockholders and members of the Board of Directors of Superior Service of Jacksonville, Inc. on September 12, 2003; and

(b) By unanimous written consent of the members of the Board of Directors and stockholders of Perfect-Climate Heating and Air Conditioning, Inc. on September 12, 2003.

The Agreement and Plan of Merger shall be on file at the principal office of the Surviving Corporation which is located at 11210 Philips Industrial Blvd., Suite 14, Jacksonville, FL 32256. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Constituent Corporations.

### ARTICLE III

#### AGREEMENT AND PLAN OF MERGER

3.1 At and as of the Effective Date (as defined below), Superior Service of Jacksonville, Inc., a Florida corporation ("Superior Service of Jacksonville"), shall merge with and into Perfect-Climate Heating and Air Conditioning, Inc., a Florida corporation (the "Surviving Corporation").

3.2 The Certificate of Incorporation of the Surviving Corporation, on the Effective Date of the merger, shall continue in full force and effect and remain as the Certificate of Incorporation of the Surviving Corporation following the merger.

3.3 The Bylaws of the Surviving Corporation, on the Effective Date of the merger, shall continue in full force and effect and remain as the Bylaws of the Surviving Corporation following the merger.

3.4 The persons serving as members of the Board of Directors and officers of the Surviving Corporation shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation following the merger, all of whom shall hold their respective positions

until the election and qualification of their successors or until their earlier removal, resignation or death.

3.5 The manner and basis of converting the shares of each of the Constituent Corporations at the Effective Date are as follows:

(a) Each 30 shares of issued and outstanding common stock, whether voting or nonvoting, of Superior Service of Jacksonville shall be converted into one (1) share of the common stock of the Surviving Corporation. Upon the surrender of certificates representing shares of stock of Superior Service of Jacksonville by holders thereof, certificates for shares of the Surviving Corporation's stock shall be issued in exchange by the Surviving Corporation. None of the issued and outstanding stock of the Surviving Corporation at the Effective Date will be exchanged, but shall remain outstanding as shares of stock of the Surviving Corporation.

(b) At the Effective Date, each authorized but unissued share of common stock, whether voting or nonvoting, of Superior Service of Jacksonville, if any, shall be canceled and extinguished by virtue of the merger.

(c) Immediately prior to the Effective Date, there were no outstanding rights to acquire any stock or other securities of the Constituent Corporation.

3.6 At and as of the Effective Date, the separate existence of Superior Service of Jacksonville shall cease, and all of the properties, assets, rights, privileges, contracts and franchises of said corporation, whether public or private and of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed.

3.7 At and as of the Effective Date, the Surviving Corporation shall assume and shall be responsible for all of the liabilities and obligations of Superior Service of Jacksonville.

3.08 The merger of Superior Service of Jacksonville with and into the Surviving Corporation shall be effective as of the filing of this Agreement and Certificate of Merger with the Secretary of State of Florida (the "Effective Date").

IN WITNESS WHEREOF, the undersigned, constituting the duly authorized representatives of Perfect-Climate Heating and Air Conditioning, Inc. and Superior Service of Jacksonville, Inc., respectively, have executed this Articles and Plan of Merger pursuant to the authority duly vested in them by the Board of Directors of each corporation.

PERFECT - CLIMATE HEATING AND AIR  
CONDITIONING, INC., a Florida corporation

By 

Print: Bob L. Berman

Its: President

SUPERIOR SERVICE OF JACKSONVILLE, INC.,  
a Florida corporation

By 

Print: David C. SNELL

Its: President