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MERGER OR SHARE EXCHANGE

INDOOR COMFORT SOLUTIONS, INC.

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Merger

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**ARTICLES OF MERGER
OF
AIR TECHNOLOGY HEATING AND COOLING, INC., A FLORIDA CORPORATION
INTO
INDOOR COMFORT SOLUTIONS, INC., A FLORIDA CORPORATION**

ARTICLES OF MERGER between AIR TECHNOLOGY HEATING AND COOLING, INC., a Florida corporation ("AIR TECHNOLOGY"), and INDOOR COMFORT SOLUTIONS, INC., a Florida corporation ("INDOOR COMFORT").

Under §807.1105 of the Florida Business Corporation Act (the "Act"), AIR TECHNOLOGY and INDOOR COMFORT adopt the following Articles of Merger:

1. The Plan of Merger dated December 20, 2006 ("Plan of Merger"), between INDOOR COMFORT and AIR TECHNOLOGY was approved and adopted by the Board of Directors and the shareholders of INDOOR COMFORT on December 20, 2006, and was adopted by the Board of Directors and the shareholders of AIR TECHNOLOGY on December 20, 2006.

2. Under the Plan of Merger, all issued and outstanding shares of AIR TECHNOLOGY's stock will be acquired by means of a merger of AIR TECHNOLOGY into INDOOR COMFORT, with INDOOR COMFORT the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on January 1, 2007, at 12:01 a.m.

IN WITNESS WHEREOF, the parties have set their hands on December 20, 2006.

ATTEST:

INDOOR COMFORT SOLUTIONS, INC.

Michelle Moses
MICHELLE C. MOSES, Secretary

Tommy Gene Moses II
By: TOMMY GENE MOSES II, President

(Corporate Seal)



Prepared By & Return To:
James C. McClelland II
FBN 0622280
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240 East Park Avenue
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Lake Wales, FL 33859-0466
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**AIR TECHNOLOGY HEATING
AND COOLING, INC.**

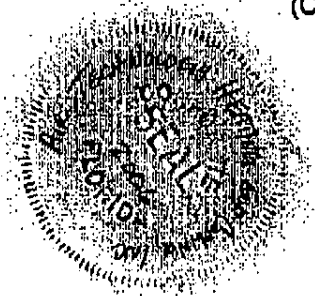


DENISE R. HINDS, Secretary



By: GREGORY G. HINDS, President

(Corporate Seal)



(((H0700000697 3)))

Prepared By & Return To:
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PLAN OF MERGER

This Merger between **INDOOR COMFORT SOLUTIONS, INC.** (the "Surviving Corporation"), and **AIR TECHNOLOGY HEATING AND COOLING, INC.** (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of Surviving Corporation from and after the Effective Date until further amended as permitted by Law.

2. **Distribution to Shareholders of the Constituent Corporations.** On the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 266 shares of Surviving Corporation's common stock in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. **Satisfaction of Rights of Disappearing Corporation's Shareholders.** All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. **Supplemental Action.** If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

EXHIBIT "A"

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6. **Filing with the Florida Secretary of State and Effective Date.** On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be January 1, 2007.

7. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. **Termination.** At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

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