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MERGER OR SHARE EXCHANGE
STELLAR REFRIGERATION SERVICES, INC.

Certificate of Status	0
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EFFECTIVE DATEOCT 1, 2018**FILED**
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**ARTICLES OF MERGER
OF
STELLAR REFRIGERATION CONTRACTING, INC.
WITH AND INTO
STELLAR REFRIGERATION SERVICES, INC.**

Pursuant to the provisions of Sections 607.1101 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **STELLAR REFRIGERATION CONTRACTING, INC.**, a Florida corporation, with and into **STELLAR REFRIGERATION SERVICES, INC.**, a Florida corporation.

1. Attached hereto as Exhibit "A" and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **STELLAR REFRIGERATION CONTRACTING, INC.**, a Florida corporation, into **STELLAR REFRIGERATION SERVICES, INC.**, a Florida corporation. **STELLAR REFRIGERATION SERVICES, INC.** shall be the surviving corporation.

2. The effective date of this merger shall be 12:01 a.m. EDT on October 1, 2018 or, if later, the date upon which these Articles of Merger are filed with the Florida Secretary of State.

3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by Section 607.1101, Florida Statutes, (i) by the Boards of Directors of **STELLAR REFRIGERATION CONTRACTING, INC.** and **STELLAR REFRIGERATION SERVICES, INC.**, respectively, by written consent without a meeting dated as of September 18, 2018 and (ii) by **THE STELLAR COMPANIES, INC.**, the sole shareholder of **STELLAR REFRIGERATION CONTRACTING, INC.** and **STELLAR REFRIGERATION SERVICES, INC.**, respectively, by written consent without a meeting dated as of September 18, 2018.

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IN WITNESS WHEREOF, **STELLAR REFRIGERATION SERVICES, INC.** and **STELLAR REFRIGERATION CONTRACTING, INC.** have caused these Articles of Merger to be signed in their corporate names this 18th day of September, 2018.

STELLAR REFRIGERATION SERVICES, INC.

By: 

Michael S. Santarone,
President and Chief Operating Officer

STELLAR REFRIGERATION CONTRACTING, INC.

By: 

Michael S. Santarone,
President and Chief Operating Officer

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Exhibit "A"

Plan of Merger

See attached.

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PLAN OF MERGER

This Plan of Merger is a Plan of Reorganization dated as of the 18th day of September, 2018, pursuant to Section 607.1101, Florida Statutes, for the merger of **STELLAR REFRIGERATION CONTRACTING, INC.**, a Florida corporation, into **STELLAR REFRIGERATION SERVICES, INC.**, a Florida corporation. **STELLAR REFRIGERATION SERVICES, INC.** is to be the surviving corporation.

BACKGROUND

(1) **STELLAR REFRIGERATION SERVICES, INC.**, the surviving corporation, is a Florida corporation. All of the issued and outstanding shares of common stock of **STELLAR REFRIGERATION SERVICES, INC.** are owned by **THE STELLAR COMPANIES, INC.**, a Florida corporation ("Stellar").

(2) **STELLAR REFRIGERATION CONTRACTING, INC.**, the merging corporation, is a Florida corporation. All of the issued and outstanding shares of common stock of **STELLAR REFRIGERATION CONTRACTING, INC.** are owned by Stellar.

(3) Economies of operation and savings in administrative expenses can be achieved by merging **STELLAR REFRIGERATION SERVICES, INC.** and **STELLAR REFRIGERATION CONTRACTING, INC.** into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Act"), at the Effective Time (as defined below), **STELLAR REFRIGERATION CONTRACTING, INC.** shall be merged into **STELLAR REFRIGERATION SERVICES, INC.** (the "Merger") and the separate corporate existence of **STELLAR REFRIGERATION CONTRACTING, INC.** (the "Merging Corporation") shall cease and **STELLAR REFRIGERATION SERVICES, INC.** (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of the State of Florida.

(1) The Merger shall become effective as of 12:01 a.m. EDT on October 1, 2018 or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

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(2) The Surviving Corporation shall possess and retain every interest in all assets and all property of the Merging Corporation. The rights, privileges and immunities, powers, franchises and authority of the Merging Corporation shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of **STELLAR REFRIGERATION SERVICES, INC.** imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in the Merging Corporation shall not revert or in any way be impaired by reason of the Merger.

(3) If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignment, conveyance or assurance in law or any other acts are necessary or desirable to (i) vest, perfect or confirm in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of the Merging Corporation acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (ii) otherwise carry out the purposes of this Agreement, **STELLAR REFRIGERATION CONTRACTING, INC.** and its proper officers shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise carry out the purposes of this Plan of Merger; and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

(4) All obligations belonging to or due to the Merging Corporation shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of the Merging Corporation existing as of the Effective Time.

(5) At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of common stock of **STELLAR REFRIGERATION CONTRACTING, INC.** shall be cancelled without payment of any consideration and without any conversion.

(6) The name of the Surviving Corporation from and after the Effective Time shall be **STELLAR INDUSTRIAL SOLUTIONS, INC.** The Articles of Incorporation of **STELLAR REFRIGERATION SERVICES, INC.** in effect immediately prior to the Effective Time shall, from

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and after the Effective Time, be amended by deleting Article I thereof in its entirety and replacing it as follows:

"ARTICLE I
NAME

The name of the corporation is **STELLAR INDUSTRIAL SOLUTIONS, INC.** (the "Corporation)."

(7) The Bylaws of **STELLAR REFRIGERATION SERVICES, INC.** in effect immediately prior to the Effective Time shall continue to be the Bylaws of the Surviving Corporation.

(8) The shareholders of **STELLAR REFRIGERATION SERVICES, INC.** and **STELLAR REFRIGERATION CONTRACTING, INC.** who dissent from the merger of **STELLAR REFRIGERATION CONTRACTING, INC.** into **STELLAR REFRIGERATION SERVICES, INC.** pursuant to Section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of the Act, regarding the rights of dissenting shareholders, to be paid the fair value of their shares. By the signing of the Certifications set forth below, Stellar, as the sole shareholder of **STELLAR REFRIGERATION CONTRACTING, INC.** and **STELLAR REFRIGERATION SERVICES, INC.**, respectively, hereby expressly waives all mailing and notification requirements with respect to appraisal rights and waives any and all rights to dissent and be paid fair value for its shares.

(9) This Plan of Merger may be abandoned without the approval of the shareholders of **STELLAR REFRIGERATION SERVICES, INC.** and **STELLAR REFRIGERATION CONTRACTING, INC.** at any time prior to the filing of the Articles of Merger. The procedure for abandoning this Plan of Merger shall be the adoption of a resolution to abandon the Merger by the Board of Directors of **STELLAR REFRIGERATION SERVICES, INC.** or **STELLAR REFRIGERATION CONTRACTING, INC.** followed by written notice to the president of the other corporation party to the Merger.


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CERTIFICATIONS


STELLAR REFRIGERATION SERVICES, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **STELLAR REFRIGERATION SERVICES, INC.** as of the 18th day of September, 2018.

STELLAR REFRIGERATION SERVICES, INC.

By: 
Michael S. Santarone,
President and Chief Operating Officer


STELLAR REFRIGERATION CONTRACTING, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **STELLAR REFRIGERATION CONTRACTING, INC.** as of the 18th day of September, 2018.

STELLAR REFRIGERATION CONTRACTING, INC.

By: 
Michael S. Santarone,
President and Chief Operating Officer

THE STELLAR COMPANIES, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **THE STELLAR COMPANIES, INC.**, the sole shareholder of **STELLAR REFRIGERATION CONTRACTING, INC.** and **STELLAR REFRIGERATION SERVICES, INC.** as of the 18th day of September, 2018.

THE STELLAR COMPANIES, INC.

By: 
Michael S. Santarone,
President and Chief Operating Officer