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Teague Acquisition, Inc.  
merging into:

600002101566--8

-02/28/97--01118--004

\*\*\*\*\*35.00 \*\*\*\*\*35.00

600002101566--8

-02/28/97--01118--005

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Harry Teague + Sons Plumbing, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TEAGUE ACQUISITION, INC., A FLORIDA CORPORATION, P97000009494.

INTO

**LARRY TEAGUE & SONS PLUMBING, INC.,** a Florida corporation,  
P93000085705.

File date: February 21, 1997

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER  
OF  
TEAGUE ACQUISITION, INC.  
(a Florida corporation)  
WITH AND INTO  
LARRY TEAGUE & SONS PLUMBING, INC.  
(a Florida corporation)

FILED  
97 FEB 21 11 3 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, each of the undersigned corporations hereby adopts the following articles of merger pursuant to which Teague Acquisition, Inc., a Florida corporation ("ARS Sub"), will be merged (the "Merger") with and into LARRY TEAGUE & SONS PLUMBING, INC., a Florida corporation (the "Company"), with the Company to continue in existence following the Merger as the surviving corporation (the "Surviving Corporation"):

- FIRST: The plan of merger ("Plan of Merger") relating to the Merger is set forth in Exhibit A attached hereto, which is incorporated herein by this reference.
- SECOND: These Articles of Merger and the Merger shall become effective at 5:00 p.m. (Houston, Texas time) on February 21, 1997.
- THIRD: The Plan of Merger was duly adopted by written consent of the sole shareholder of ARS Sub on January 31, 1997 and by unanimous written consent of the shareholders of the Company on February 20, 1997.
- FOURTH: As provided in the Plan of Merger, the Articles of Incorporation of the Company shall be amended as set forth below and, as so amended, those Articles of Incorporation shall be the Articles of Incorporation of the Surviving Corporation until such time as they may be amended in accordance with applicable law.

Article III of the Articles of Incorporation of the Surviving Corporation is amended to read in its entirety as follows:

"ARTICLE III CAPITAL STOCK

The aggregate number of shares of capital stock that the corporation shall have the authority to issue is 1,000 shares of common stock, par value \$1.00 per share."

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be duly executed on its behalf as of the 20<sup>th</sup> day of February, 1997.

TEAGUE ACQUISITION, INC.

By: \_\_\_\_\_

  
John D. Held  
Vice President

LARRY TEAGUE & SONS PLUMBING, INC.

By: \_\_\_\_\_

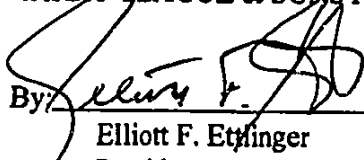
Elliott F. Ettlinger  
President

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be duly executed on its behalf as of the 20<sup>th</sup> day of February, 1997.

TEAGUE ACQUISITION, INC.

By: \_\_\_\_\_  
John D. Held  
Vice President

LARRY TEAGUE & SONS PLUMBING, INC.

By:  \_\_\_\_\_  
Elliott F. Ettlinger  
President

**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**TEAGUE ACQUISITION, INC.**  
**(a Florida corporation)**  
**WITH AND INTO**  
**LARRY TEAGUE & SONS PLUMBING, INC.**  
**(a Florida corporation)**

Teague Acquisition, Inc. ("ARS Sub"), a Florida corporation and a wholly owned subsidiary of American Residential Services, Inc., a Delaware corporation ("ARS"), shall be merged with and into LARRY TEAGUE & SONS PLUMBING, INC., a Florida corporation (the "Company"), with the Company being the surviving corporation ("Surviving Corporation") as set forth below.

The terms and conditions of the merger and the mode of carrying the same into effect are as follows:

(A) Articles of Merger. Subject to the terms and conditions hereof, the Company will cause Articles of Merger to be duly executed and delivered and filed with the Department of State of the State of Florida.

(B) The Effective Time. The effective time of the Merger (the "Effective Time") will be 5:00 p.m., Houston, Texas time, on February 21, 1997.

(C) Certain Effects of the Merger. At and as of the Effective Time, (1) ARS Sub will be merged with and into the Company in accordance with the provisions of the Florida Business Corporation Act (the "FBCA"), (2) ARS Sub will cease to exist as a separate legal entity, (3) the articles of incorporation of the Company will be amended to change the Company's authorized shares of capital stock to 1,000 shares, par value \$1.00 per share, of common stock, (4) the Company will be the Surviving Corporation and, as such, will, all with the effect provided by the FBCA, (a) possess all the properties and rights, and be subject to all the restrictions and duties, of the Company and ARS Sub and (b) be governed by the laws of the State of Florida, (5) the charter documents of the Company then in effect (after giving effect to the amendment to the Company's articles of incorporation specified in clause (3) of this sentence) will become and thereafter remain (until changed in accordance with (a) applicable law (in the case of the articles of incorporation) or (b) their terms (in the case of the bylaws)) the charter documents of the Surviving Corporation, (6) the initial board of directors of the Surviving Corporation will be the persons named in Schedule 2(C) to that certain Agreement and Plan of Reorganization among ARS, ARS Sub, the Company and the stockholders named therein (the "Merger Agreement"), and those persons will hold the office of director of the Surviving Corporation, subject to the provisions of the applicable laws of the State of Florida and the charter documents of the Surviving Corporation, and (7) the initial

officers of the Surviving Corporation will be as set forth in Schedule 2(C) to the Merger Agreement, and each of those persons will serve in each office specified for that person in Schedule 2(C) to the Merger Agreement, subject to the provisions of the charter documents of the Surviving Corporation, until that person's successor is duly elected to, and, if necessary, qualified for, that office.

(D) Effect of the Merger on Capital Stock. As of the Effective Time, as a result of the Merger and without any action on the part of any holder thereof:

(1) the shares of common stock, par value \$.10 per share, of the Company ("Company Common Stock") issued and outstanding immediately prior to the Effective Time will (a) be converted into the right to receive, subject to certain limitations, without interest, on surrender of the certificates evidencing those shares, the amount of cash and the number of whole and fractional shares of common stock, par value \$.001 per share, of ARS determined as provided in Schedule 2(D) to the Merger Agreement, (b) cease to be outstanding and to exist and (c) be canceled and retired;

(2) each share of Company Common Stock held in the treasury of the Company will (a) cease to be outstanding and to exist and (b) be canceled and retired; and

(3) each share of the common stock, par value \$1.00 per share, of ARS Sub issued and outstanding immediately prior to the Effective Time will be converted into one share of common stock, par value \$1.00 per share, of the Surviving Corporation and the shares of common stock of the Surviving Corporation issued on that conversion will constitute all the issued and outstanding shares of capital stock of the Surviving Corporation.