

195000048653

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**SAFARI SERVICES, INC.**

Effective Date: 08/31/2000

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Merge  
8/31/00  
8

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ALLSTATE APPLIANCE AND AIR CONDITIONING INC., a Florida corporation,  
document number H95967

MID FLA HEATING AND AIR, INC., a Tennessee corporation qualified in Florida,  
document number F97000004042

B&M HEATING & COOLING, INC., a Tennessee corporation qualified in Florida,  
document number F98000004691

INTO

**SAFARI SERVICES, INC.**, a Florida entity, P95000048653.

File date: August 31, 2000

Corporate Specialist: Karen Gibson

SENT BY:

8-31-00 11:32 ; ZIMMERMAN LAW FIRM→

FL Dept of State:# 1/ 7



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 31, 2000

SAFARI SERVICES, INC.  
205 S WICKHAM RD  
MELBOURNE, FL 32904

SUBJECT: SAFARI SERVICES, INC.  
REF: P95000048653

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

THE ONLY PROBLEM IS WITH ONE OF THE CORPORATION'S NAMES. THE CORPORATION IS ALLSTATE APPLIANCE AND AIR CONDITIONING INC. THERE IS NO COMMA IN THE NAME. THIS NAME MUST BE CORRECTED BY REMOVING THE COMMA EVERYWHERE IT APPEARS.

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) 487-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H00000045831  
Letter Number: 400A00046542

*Please make the filing effective August 31, 2000.*

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**ARTICLES OF MERGER OF  
ALLSTATE APPLIANCE AND AIR CONDITIONING INC.,  
MID FLA HEATING AND AIR, INC. AND  
B&M HEATING & COOLING, INC.  
WITH AND INTO SAFARI SERVICES, INC.**

**FILED**  
00 AUG 31 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations, **ALLSTATE APPLIANCE AND AIR CONDITIONING INC.**, a Florida Corporation (Florida Document #H95967), **MID FLA HEATING AND AIR, INC.**, a Tennessee Corporation qualified to do business in Florida (Florida Document #F97000004042), **B&M HEATING & COOLING, INC.**, a Tennessee Corporation qualified to do business in Florida (Florida Document #F98000004691), and **SAFARI SERVICES, INC.**, a Florida Corporation (Florida Document #P95000048653), do hereby agree and adopt the following Articles of Merger for the purpose of merging **ALLSTATE APPLIANCE AND AIR CONDITIONING INC.**, **MID FLA HEATING AND AIR, INC.**, and **B&M HEATING & COOLING, INC.** with and into **SAFARI SERVICES, INC.**

1. The name of each of the undersigned corporations are **ALLSTATE APPLIANCE AND AIR CONDITIONING INC.**, **MID FLA HEATING AND AIR, INC.**, **B&M HEATING & COOLING, INC.**, and **SAFARI SERVICES, INC.** The name of surviving corporation as a result of this merger shall be **SAFARI SERVICES, INC.**
2. The **AGREEMENT AND PLAN OF MERGER OF ALLSTATE APPLIANCE AND AIR CONDITIONING INC.**, **MID FLA HEATING AND AIR, INC.**, AND **B&M HEATING & COOLING, INC.**, WITH AND INTO **SAFARI SERVICES, INC.** (the "Agreement and Plan of Merger") is attached hereto as "Exhibit A" and incorporated herein by reference.
3. The Board of Directors of **ALLSTATE APPLIANCE AND AIR CONDITIONING INC.**, one of the merging corporations in the merger, approved and adopted the Agreement and Plan of Merger on August 25, 2000 and directed that such document be submitted to a vote of its shareholders. All of the shares of **ALLSTATE APPLIANCE AND AIR CONDITIONING INC.** outstanding and entitled to vote on this Plan of Merger are owned by **SERVICE EXPERTS, INC.**, a Delaware corporation. In its capacity as sole shareholder of **ALLSTATE APPLIANCE AND AIR CONDITIONING INC.**, **SERVICE EXPERTS, INC.** voted for the approval and adoption of the Agreement and Plan of Merger on August 25, 2000.
4. The Board of Directors of **MID FLA HEATING AND AIR, INC.**, one of the merging corporations in the merger, approved and adopted the Agreement and Plan of Merger on August 25, 2000 and directed that such document be submitted to a vote of its shareholders. All of the shares of **MID FLA HEATING AND AIR, INC.** outstanding and entitled to vote on this Plan of Merger are owned by **SERVICE EXPERTS, INC.**, a Delaware corporation. In its capacity as sole shareholder of **MID FLA HEATING AND AIR, INC.**, **SERVICE EXPERTS, INC.** voted for the approval and adoption of the Agreement and Plan of Merger on August 25, 2000.

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5. The Board of Directors of B&M HEATING & COOLING, INC., one of the merging corporations in the merger, approved and adopted the Agreement and Plan of Merger on August 25, 2000 and directed that such document be submitted to a vote of its shareholders. All of the shares of B&M HEATING & COOLING, INC. outstanding and entitled to vote on this Plan of Merger are owned by SERVICE EXPERTS, INC., a Delaware corporation. In its capacity as sole shareholder of B&M HEATING & COOLING, INC., SERVICE EXPERTS, INC. voted for the approval and adoption of the Agreement and Plan of Merger on August 25, 2000.

6. The Board of Directors of SAFARI SERVICES, INC., the surviving corporation in the merger, approved and adopted the Agreement and Plan of Merger on August 25, 2000 and directed that such document be submitted to a vote of its shareholders. All of the shares of SAFARI SERVICES, INC. outstanding and entitled to vote on this Plan of Merger are owned by SERVICE EXPERTS, INC., a Delaware corporation. In its capacity as sole shareholder of SAFARI SERVICES, INC., SERVICE EXPERTS, INC. voted for the approval and adoption of the Agreement and Plan of Merger on August 25, 2000.

7. The merger pursuant to this Agreement and Plan of Merger shall become effective upon filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned corporations hereby make and file these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 25<sup>th</sup> day of August, 2000.

**MERGING CORPORATIONS:**

ALLSTATE APPLIANCE AND  
AIR CONDITIONING, INC.

By:   
JAMES MISHLER, President

MID FLA HEATING AND AIR, INC.

By:   
JAMES MISHLER, President

B & M HEATING & COOLING, INC.

By:   
JAMES MISHLER, President

**SURVIVING CORPORATION:**

SAFARI SERVICES, INC.

By:   
JAMES MISHLER, President

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## EXHIBIT A

**AGREEMENT AND PLAN OF MERGER OF  
ALLSTATE APPLIANCE AND AIR CONDITIONING INC.,  
MID FLA HEATING AND AIR, INC., AND  
B&M HEATING & COOLING, INC.,  
WITH AND INTO SAFARI SERVICES, INC.**

**THIS AGREEMENT AND PLAN OF MERGER** is made and entered into this 25<sup>th</sup> Day of August, 2000, by and between ALLSTATE APPLIANCE AND AIR CONDITIONING INC., a Florida Corporation, MID FLA HEATING AND AIR, INC., a Tennessee Corporation, and B&M HEATING & COOLING, INC., a Tennessee Corporation (hereinafter referred to collectively as the "Merging Corporations"), and SAFARI SERVICES, INC., a Florida Corporation, (hereinafter referred to as the "Surviving Corporation"), said four (4) corporations hereinafter referred to collectively as the "Constituent Corporations."

**WITNESSETH:**

**WHEREAS**, the Board of Directors and the Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that the Merging Corporations be merged with and into the Surviving Corporation, under and pursuant to the laws of the State of Florida.

**NOW, THEREFORE**, in consideration of the mutual covenants contained herein, the Constituent Corporations agree as follows:

**ARTICLE I  
TERMS OF MERGER**

The Merging Corporations shall be merged with and into the Surviving Corporation. The corporation surviving after the merger shall be the Surviving Corporation, and the separate corporate existence of the Merging Corporations shall cease as of the effective date of this Agreement and Plan of Merger. The Surviving Corporation shall retain the name of "Safari Services, Inc." after the merger. As of the effective date of this Agreement and Plan of Merger, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of each of the Merging Corporations, of a public as well as private nature, and all property, real, personal or otherwise, of the Merging Corporations, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

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**ARTICLE II  
CHARTER AND BYLAWS;  
DIRECTORS AND OFFICERS**

The Articles of Incorporations and the By-Laws of the Surviving Corporation, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the By-Laws of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation or By-Laws shall be affected by the merger hereunder. The persons who are the directors and officers of the Surviving Corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and shareholders of the Surviving Corporation without change, subject to the provisions of the Articles of Incorporation and By-Laws of the Surviving Corporation and the laws of the State of Florida.

**ARTICLE III  
CONVERSION OF SHARES**

The Merging Corporations shall surrender, and the Surviving Corporation shall cancel, all of the shares outstanding of the Merging Corporations; provided however, the Constituent Corporations agree that the issued and outstanding certificates representing all of the shares of the Surviving Corporation shall remain and shall not be affected by the merger under this Agreement and Plan of Merger.

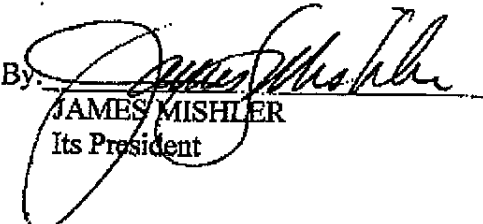
**ARTICLE IV  
EFFECTIVE DATE**

The merger hereunder shall be effective as of the date of filing of this Agreement and Plan of Merger with the Department of State of the State of Florida.

**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

MERGING CORPORATIONS:

ALLSTATE APPLIANCE AND  
AIR CONDITIONING INC.

By:   
JAMES MISHLER  
Its President

SENT BY:

8-31- 0 ; 11:34 ; ZIMMERMAN LAW FIRM→

Fl Dept of State:# 7/ 7

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MID FLA HEATING AND AIR, INC.

By: 

JAMES MISHLER  
Its President

B&M HEATING & COOLING, INC.

By: 

JAMES MISHLER  
Its President

SURVIVING CORPORATION:

SAFARI SERVICES, INC.

By: 

JAMES MISHLER  
Its President