

P96000003747

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DELTA THERMAL SYSTEMS, INC., an Alabama corporation not qualified in
Florida

INTO

DELTA THERMAL SYSTEMS, INC., a Florida corporation, P96000003747.

File date: December 17, 1996

Corporate Specialist: Velma Shepard

P96000003747

HELMSING, LYONS, SIMS & LEACH

A PROFESSIONAL CORPORATION

LAWYERS

150 GOVERNMENT STREET
MOBILE, ALABAMA

December 16, 1996

LARRY U. SIMS
CHAMP LYONS, JR.
FREDERICK G. HELMSING*
JOHN N. LEACH, JR.
WARREN C. HERLONG, JR.
JAMES B. NEWMAN
ROBERT H. ROUSE
CHARLES H. DOOSON, JR.
RICHARD E. DAVIS
JOSEPH P. H. BABINGTON**
JOHN J. CROWLEY, JR.
JOSEPH D. STEADMAN
TODD S. STROHMEYER
WILLIAM R. LANCASTER†
ROBIN KILPATRICK FINCHER**
JOHN T. DUKES
LESLIE T. FIELDS
P. BRADLEY MURRAY

MAILING ADDRESS
POST OFFICE BOX 8707
MOBILE, ALABAMA 36688

STREET ADDRESS
SUITE 2000 LACLEDE BUILDING
150 GOVERNMENT STREET
MOBILE, ALABAMA 36602

TELEPHONE (334) 432-5521
TELECOPIER (334) 432-0633

* ALSO ADMITTED IN FLORIDA
** ALSO ADMITTED IN LOUISIANA
† ALSO ADMITTED IN MISSISSIPPI AND TEXAS

FILED
96 DEC 17 AM 9:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002031020--7
-12/17/96--01095--009
*****35.00 *****35.00

000002031020--7
-12/17/96--01095--010
*****52.50 *****52.50

RE: Merger of Delta Thermal Systems, Inc., an Ala. corp.,
with Delta Thermal Systems, Inc., a Fla. corp.
HLS&L File No.: 6251

Dear Sir or Madam:

Enclosed please find one original and one copy of the following documents necessary to effectuate the above-referenced merger:

- (1) Articles of Merger; and
- (2) Plan and Agreement of Merger;

Also enclosed please find two (2) checks, one in the amount of \$35.00, and one in the amount of \$52.50, and both made payable to the Secretary of State of the State of Florida, for filing fees and a certified copy, respectively. We ask that you please accept the above documents for recording with your office, and return to the undersigned a certified copy of the same.

If you have any questions or concerns regarding the above, please do not hesitate to contact the undersigned or Richard Davis.

Very truly yours,

merger

Robin K. Fincher

ROBIN K. FINCHER

VS DEC 30 1996

HELMSING, LYONS, SIMS & LEACH

SOS Letter
December 16, 1996
Page -2-

RKF/abp
Enclosures
cc: Richard E. Davis, Esq. (w/o encl.)

Howard A. White (w/o encl.)
3201 West Nine Mile Road
Pensacola, Florida 32523

Robert A. Anderson, CPA (w/o encl.)
Anderson & Wells, P.C.
900 Western America Circle
Suite 209/Executive Center
Mobile, Alabama 36691

ARTICLES OF MERGER

FILED
96 DEC 17 AM 9:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1101 et seq. of the Florida Business Corporation Act, the undersigned foreign and domestic corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

Delta Thermal Systems, Inc., an Alabama corporation
Delta Thermal Systems, Inc., a Florida corporation

SECOND: The laws of the state under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Delta Thermal Systems, Inc., a Florida corporation, and it is to be governed by the laws of the State of Florida.

FOURTH: The Agreement and Plan of Merger which is attached hereto as Exhibit "A" and incorporated herein by reference was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state of Alabama.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Delta Thermal Systems, Inc., an Alabama Corporation	300
Delta Thermal Systems, Inc., a Florida Corporation	10

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Delta Thermal Systems, Inc., an Alabama Corporation	300
Delta Thermal Systems, Inc., a Florida Corporation	10

SEVENTH: The surviving corporation hereby agrees to appoint the Secretary of State of Alabama as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each Alabama corporation party to the merger; and (b) that it will promptly pay to the

dissenting shareholders of each Alabama corporation party to the merger the amount, if any, to which they are entitled under such laws. The address to which a copy of such process shall be mailed by the Secretary of State of Alabama is as follows:

DELTA THERMAL SYSTEMS, INC.
ATTN: HOWARD A. WHITE
3201 West Nine Mile Road
Pensacola, Florida 32543

Dated this the 16 day of December, 1996.

Delta Thermal Systems, Inc., an Alabama Corporation

By: Howard A. White
Its: President

ATTEST:

By: Howard A. White
Secretary

Delta Thermal Systems, Inc., a Florida Corporation

By: Howard A. White
Its: President

ATTEST:

By: Howard A. White
Secretary

STATE OF Alabama :
COUNTY OF Mobile :

I, the undersigned authority, a Notary Public, do hereby certify that on this 10th day of December, 1996, personally appeared before me, Howard A. White, and who, being by me first duly sworn declared that he is the President of Delta Thermal Systems, Inc., an Alabama corporation, and that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



NOTARY PUBLIC

My Commission Expires: 3/26/00

STATE OF Alabama :
COUNTY OF Mobile :

I, the undersigned authority, a Notary Public, do hereby certify that on this 10th day of December, 1996, personally appeared before me, Howard A. White, and who, being by me first duly sworn declared that he is the President of Delta Thermal Systems, Inc., a Florida corporation, and that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



NOTARY PUBLIC

My Commission Expires: 3/26/00

THIS INSTRUMENT PREPARED BY:

ROBIN K. FINCHER, ESQ.
HELMSING, LYONS, SIMS & LEACH
P. O. BOX 2767
MOBILE, ALABAMA 36652
(334) 432-5521

**UNANIMOUS CONSENT OF SOLE SHAREHOLDER AND DIRECTOR OF
DELTA THERMAL SYSTEMS, INC., A FLORIDA CORPORATION**

The undersigned, being the sole Shareholder and Director of Delta Thermal Systems, Inc., a Florida corporation, hereby unanimously consents to the taking of all actions set forth in the resolutions which follow:

WHEREAS, it has been proposed that Delta Thermal Systems, Inc., an Alabama corporation, be merged into Delta Thermal Systems, Inc., a Florida corporation, under and pursuant to the laws of the State of Florida; and

WHEREAS, the undersigned is of the opinion that the merger as proposed will be in the best interest of the corporations and their respective shareholders, and that Delta Thermal Systems, Inc., an Alabama corporation, should therefore be merged into Delta Thermal Systems, Inc., a Florida corporation, with Delta Thermal Systems, Inc., a Florida corporation, as the surviving corporation; and

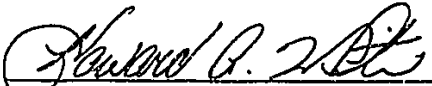
WHEREAS, it is proposed that said merger be accomplished in accordance with the terms and provisions of the Agreement and Plan of Merger attached hereto and made a part hereof as Exhibit "A", and the undersigned is of the opinion that it would be in the best interest of the corporations and their respective shareholders to enter into said Agreement and Plan of Merger;

NOW THEREFORE, be it resolved, that the undersigned hereby approves and adopts the Agreement and Plan of Merger attached hereto as Exhibit "A" between Delta Thermal Systems, Inc., an Alabama corporation, and Delta Thermal Systems, Inc., a Florida corporation, and the proper officers of Delta Thermal Systems, Inc., a Florida corporation, be, and they hereby are, authorized to enter into said Agreement and Plan of Merger by executing and delivering said Agreement and Plan of Merger to the Secretary of State for filing under the laws of the State of Florida; and

BE IT FURTHER RESOLVED, that the President and Secretary of Delta Thermal Systems, Inc., a Florida corporation, be, and they hereby are, authorized and directed to execute this Agreement and Plan of Merger immediately and to take such other and further steps and to execute such other and further documents as may be necessary or desirable in order to carry out the intent and purposes of the foregoing resolutions.

Dated this the 16 day of December, 1996.

SOLE SHAREHOLDER AND DIRECTOR:



HOWARD A. WHITE

H:\LIBRARY\6251\M\CONSENT.DTP

**UNANIMOUS CONSENT OF SOLE SHAREHOLDER AND DIRECTOR OF
DELTA THERMAL SYSTEMS, INC., AN ALABAMA CORPORATION**

The undersigned, being the sole Shareholder and Director of Delta Thermal Systems, Inc., an Alabama corporation, hereby unanimously consents to the taking of all actions set forth in the resolutions which follow:

WHEREAS, it has been proposed that Delta Thermal Systems, Inc., an Alabama corporation, be merged into Delta Thermal Systems, Inc., a Florida corporation, under and pursuant to the laws of the State of Florida; and

WHEREAS, the undersigned is of the opinion that the merger as proposed will be in the best interest of the corporations and their respective shareholders, and that Delta Thermal Systems, Inc., an Alabama corporation, should therefore be merged into Delta Thermal Systems, Inc., a Florida corporation, with Delta Thermal Systems, Inc., a Florida corporation, as the surviving corporation; and

WHEREAS, it is proposed that said merger be accomplished in accordance with the terms and provisions of the Agreement and Plan of Merger attached hereto and made a part hereof as Exhibit "A", and the undersigned is of the opinion that it would be in the best interest of the corporations and their respective shareholders to enter into said Agreement and Plan of Merger;

NOW THEREFORE, be it resolved, that the undersigned hereby approves and adopts the Agreement and Plan of Merger attached hereto as Exhibit "A" between Delta Thermal Systems, Inc., an Alabama corporation, and Delta Thermal Systems, Inc., a Florida corporation, and the proper officers of Delta Thermal Systems, Inc., an Alabama corporation, be, and they hereby are, authorized to enter into said Agreement and Plan of Merger by executing and delivering said Agreement and Plan of Merger to the Secretary of State for filing under the laws of the State of Florida; and

BE IT FURTHER RESOLVED, that the President and Secretary of Delta Thermal Systems, Inc., an Alabama corporation, be, and they hereby are, authorized and directed to execute this Agreement and Plan of Merger immediately and to take such other and further steps and to execute such other and further documents as may be necessary or desirable in order to carry out the intent and purposes of the foregoing resolutions.

Dated this the 16 day of December, 1996.

SOLE SHAREHOLDER AND DIRECTOR:



HOWARD A. WHITE

H:\LIBRARY\6251\H\CONSENT.DT

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated this 16th day of December, 1996, pursuant to the Business Corporation Acts of the States of Alabama and Florida, is between Delta Thermal Systems, Inc., an Alabama corporation, ("Disappearing Corporations"), and Delta Thermal Systems, Inc., a Florida corporation ("Surviving Corporation"):

WHEREAS, Disappearing Corporation and Surviving Corporation desire to merge into a single corporation; and

WHEREAS, Delta Thermal Systems, Inc., a corporation organized under the laws of the State of Alabama, had its Articles of Incorporation filed in the Office of the Judge of Probate of Mobile County, Alabama, on the 17th day of May, 1994, and has an authorized capital stock consisting of 1,000 shares of common stock of the par value of \$1.00 per share, of which stock 300 shares are now issued and outstanding; and

WHEREAS, Surviving Corporation, a corporation organized under the laws of the State of Florida, had its Articles of Incorporation filed in the Office of the Secretary of State of the State of ~~Alabama~~ Florida, on the 11th day of January, 1996, and has an authorized capital stock consisting of ten (10) shares of common stock of the par value of \$1.00 per share, of which stock one (1) share is now issued and outstanding; and

WHEREAS, the registered office of Delta Thermal Systems, Inc., an Alabama Corporation, in the State of Alabama is located at 5713 LaRue Steiner Road in the City of Theodore, County of Mobile, and the name and address of its registered agent at such address is Richard A. Lightcap.

WHEREAS, the registered office of Surviving Corporation, in the State of Florida is located at 3201 West Nine Mile Road, Pensacola, Florida 32534, and the name and address of its registered agent at such address is Howard A. White

NOW, THEREFORE, the corporations, parties to this Agreement and Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Disappearing Corporation, shall be and hereby is merged into Surviving Corporation, which shall be the surviving corporation.

SECOND: The Articles of Incorporation of Surviving Corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement and Plan, shall continue in full force and effect as the Articles of Incorporation of Surviving Corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares of Surviving Corporation shall be as follows:

- (a) Each share of common stock of Surviving Corporation, which shall be issued and outstanding on the effective date of this Agreement and Plan, shall remain issued and outstanding.
- (b) All shares of the common stock of Disappearing Corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be changed and converted into one (1) share of common stock of Surviving Corporation.
- (c) After the effective date of this merger, each holder of an outstanding certificate representing shares of the common stock of Disappearing Corporations shall surrender the same to Surviving Corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of Surviving Corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of Disappearing Corporation to be converted into the stock of Surviving Corporation as provided herein, may be treated by Surviving Corporation for all corporate purposes as evidencing the ownership of shares of Surviving Corporation as though said surrender and exchange has taken place.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The Bylaws of Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the Bylaws of Surviving Corporation until the same shall be altered, amended and repealed as therein provided.
- (b) The Directors and Officers of Surviving Corporation shall continue in office until the next Annual Meeting of Shareholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective upon filing with the

Secretary of State of the State of Florida.

- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Disappearing Corporations shall be transferred to, vested in and devolve upon Surviving Corporation without further act or deed and all property, rights, and every other interest of Surviving Corporation and Disappearing Corporations shall be as effectively the property of Surviving Corporation as they were of Surviving Corporation and Disappearing Corporations respectively. Disappearing Corporations hereby agree from time to time, as and when requested by Surviving Corporation or by its successors or assignee, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Surviving Corporation may deem necessary or desirable in order to vest in and confirm to Surviving Corporation title to and possession of any property of Disappearing Corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper Officers and Directors of Disappearing Corporations and the proper Officers and Directors of Surviving Corporation are fully authorized in the name of Disappearing Corporations or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan may be terminated and abandoned by the Boards of Directors of any constituent corporations at any time prior to the date of filing the merger with the Secretary of State. This Agreement and Plan may be amended by the Boards of Directors of the constituent corporations at any time prior to the date of filing the Agreement and Plan with the Secretary of State of the State of Florida, provided that an amendment made subsequent to the adoption of the Agreement and Plan by the shareholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the certificate of incorporation of Surviving Corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement and Plan if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement and Plan, pursuant to the approval and authority duly given by resolutions adopted by their respective Shareholders and Boards of Directors

have caused these presents to be executed by the President and attested by the Secretary of each party hereto as the respective act, deed and agreement of each of the corporations on this 16 day of December, 1996.

Delta Thermal Systems, Inc., an Alabama Corporation

By: Howard G. Zelt
Its: President

ATTEST:

By: Howard G. Zelt
Its: Secretary

Delta Thermal Systems, Inc., a Florida Corporation

By: Howard G. Zelt
Its: President

ATTEST:

By: Howard G. Zelt
Its: Secretary

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the States of Alabama and Florida, the President of each corporate party thereto does now hereby execute the said Agreement and Plan of Merger and the Secretary of each corporate party thereto does now hereby attest the said Agreement and Plan of Merger, as the respective act, deed and agreement of each said corporation, on this 16 day of December, 1996.

Delta Thermal Systems, Inc., an Alabama Corporation

By: Harold A. Zelt
Its: President

ATTEST:

By: Harold A. Zelt
Its: Secretary

Delta Thermal Systems, Inc., a Florida Corporation

By: Harold A. Zelt
Its: President

ATTEST:

By: Harold A. Zelt
Its: Secretary