

P96000019630

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TALLAHASSEE, FLORIDA  
JUL 15 AM 11:56  
FILED  
Telephone: (907) 847-5151  
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July 11, 2002

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

000006409530--0  
-07/15/02--01073--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Merger*

**Re: Filing Articles of Merger for Budget Termite & Pest Control, Inc. and Pestpros Termite & Pest Control, Inc.**

Dear Division of Corporations:

000006409530--0  
-07/15/02--01073--020  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Please find enclosed under the cover of this letter, the following items:

1. Articles of Merger for Budget Termite & Pest Control, Inc. and Pestpros Termite & Pest Control, Inc.;
2. Check in the amount of \$70.00 for the filing fee; and
3. Check in the amount of \$43.75 for a certified copy.

Please file the enclosed Articles of Merger, and once filed, forward a certified copy to this office via the enclosed stamped self addressed envelope.

Please do not hesitate to contact me with any questions or comments. Thank you for your time and cooperation.

Yours truly,

*Haley D. Bronson*

Haley D. Bronson, Esquire  
Attorney of  
Overstreet, Miles, Ritch & Cumbie P.A.

*NR*  
*7/23/02*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PESTPROS TERMITE & PEST CONTROL, INC., a Fla corp. P99000001651

INTO

**BUDGET TERMITE & PEST CONTROL, INC.**, a Florida entity, P96000019630

File date: July 15, 2002

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Budget Termite + Pest Control, Inc.</u>	<u>Florida</u>

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Pestpros Termite + Pest Control, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_

July 1, 2002 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_

July 1, 2002 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

① Budget Termite + Pest  
Control, Inc.

Edward J. Hogan

EDWARD J. HOGAN PRES.

② Pestpros Termite  
+ Pest Control, Inc.

Wayne E. Glover

WAYNE E. GLOVER PRES.

**PLAN OF MERGER**  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Budget Termite + Pest Control, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Pestpros Termite + Pest Control, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The terms and conditions of the merger are as follows:

See Exhibit "A"

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Exhibit "B"

(Attach additional sheets if necessary)

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**Exhibit "A"**

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Exhibit B**

The manner and basis of converting the shares of the absorbed corporation into shares, obligations and other securities of the surviving corporation is as follows:

(a) All of the shares of the common stock of Pestpros issued and outstanding on the effective date of the merger shall be converted into three hundred (300) shares of the common stock of Budget, which eight hundred (800) shares of common stock of the surviving corporation shall thereupon be issued and outstanding. The remaining five hundred (500) shares of common stock shall be issued to Edward J. Hogan and/or Kathleen B. Hogan and/or Edward Joseph Hogan, Trustee of the Edward Joseph Hogan Revocable Trust dated October 12, 2000 and/or Kathleen Bruton Hogan, Trustee of the Kathleen Bruton Hogan Trust dated October 12, 2000. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of Pestpros would otherwise be entitled to as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the surviving corporation.