

120 HAYS STREET  
MAHARAJA, FL 32109-1607  
904-251-0071  
904-251-0072

000-55-1000

096000044380



networks

PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 959920 8730A

AUTHORIZATION :

COST LIMIT :

*Patricia Fyzik*

ORDER DATE : May 20, 1996

ORDER TIME : 3:08 PM

ORDER NO. : 959920

CUSTOMER NO: 8730A

2000001834572

CUSTOMER: Ms. Andrea Kustan  
LISTICK & KRALL

616 East Atlantic Avenue

Delray Beach, FL 33483

DOMESTIC FILING

NAME: PARAMOUNT PLUMBING CO., INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

502-672  
W96-10964

FILED  
SECRETARY OF STATE  
96 MAY 22 AM 9:33

RECEIVED  
96 MAY 22 AM 10:41  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 22 AM 9:33

May 22, 1996

CSC NETWORK  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: PARAMOUNT PLUMBING CO., INC.  
Ref. Number: W96000010964

**RESUBMIT**

Please give original  
submission date as file date

*and Healing of Florida, Inc.*

We have received your document for PARAMOUNT PLUMBING CO., INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 496A00025593

DIVISION OF CORPORATIONS

96 MAY 23 PM 12:10

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 22 AM 9:33

ARTICLES OF INCORPORATION  
OF  
PARAMOUNT PLUMBING AND HEATING OF FLORIDA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PARAMOUNT PLUMBING AND HEATING OF FLORIDA, INC.

The address of the principal office of this corporation shall be 655 Pine Lake Drive, Delray Beach, Florida 33445, and the mailing address of the corporation be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

William Greenblatt  
Pres.

655 Pine Lake Drive  
Delray Beach, Florida 33445

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 22 AM 9:33

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has herunto set their hand and seal of Corporation Service Company on May 22, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

LEL/dwl

P96000044380

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

PARAMOUNT PLUMBING AND HEATING COMPANY, INC., a New York  
corporation not qualified in the State of Florida,

INTO

PARAMOUNT PLUMBING AND HEATING OF FLORIDA, INC., a Florida  
corporation, P96000044380

File date: December 19, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 175.00

1201 DAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-0175  
904-222-0171 FAX

800-342-8086

P96000044380



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 195082 8730A

AUTHORIZATION : *Patricia Pyguts*

COST LIMIT : \$ 175.00

ORDER DATE : December 19, 1996

ORDER TIME : 10:47 AM

4000002084024--2

ORDER NO. : 195082-005

CUSTOMER NO: 8730A

CUSTOMER: Michael M. Listick, Esq  
Listick & Krall  
616 East Atlantic Avenue  
Delray Beach, FL 33483

RECEIVED  
96 DEC 19 PM 12:23  
DIVISION OF CORPORATION

ARTICLES OF MERGER

PARAMOUNT PLUMBING AND HEATING  
COMPANY, INC.

INTO

PARAMOUNT PLUMBING AND HEATING  
OF FLORIDA, INC.

FILED  
96 DEC 19 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY (2)  
XX        PLAIN STAMPED COPY (1)

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: \_\_\_\_\_

*Merger*  
*12/19/96* *DK*

**ARTICLES OF MERGER OF  
Paramount Plumbing and Heating Company, Inc.,  
a New York corporation**

**AND**

**Paramount Plumbing and Heating of Florida, Inc.,  
a Florida corporation**

**TO THE DEPARTMENT OF STATE, STATE OF FLORIDA:**

Pursuant to the provisions of the Florida Business Corporation Act, the Florida corporation and the foreign corporation named below do hereby adopt the following ARTICLES OF MERGER:

1. Attached hereto is a PLAN OF MERGER for merging Paramount Plumbing and Heating Company, Inc., a New York corporation, into Paramount Plumbing and Heating of Florida, Inc., a Florida corporation.

2. The merger of Paramount Plumbing and Heating Company, Inc., a New York corporation, with and into Paramount Plumbing and Heating of Florida, Inc., a Florida corporation, is permitted by the laws of the jurisdiction of organization of the foreign corporation (New York) and Florida and is in compliance with said laws. The date of adoption of the PLAN OF MERGER by the Board of Directors of Paramount Plumbing and Heating Company, Inc., a New York corporation, was July 8, 1996.

3. As to Paramount Plumbing and Heating of Florida, Inc., a Florida corporation, the aforesaid PLAN OF MERGER was adopted in accordance with the provisions of the Florida Business Corporation Act by its Shareholders and Directors on July 8, 1996.

4. The effective time and date of the MERGER herein provided for by the State of Florida shall be at 11:59 p.m. on December 11, 1996.

5. Attached hereto is a copy of the PLAN OF MERGER, and the FILING RECEIPT AND CERTIFICATE OF MERGER issued by the State of New York.

EXECUTED ON THIS 1st DAY OF DECEMBER, 1996.

PARAMOUNT PLUMBING AND HEATING,  
COMPANY INC., a New York  
corporation

By: William Greenblatt  
William Greenblatt, President

Attest: Eleanor Greenblatt  
Eleanor Greenblatt, Secretary

(CORPORATE SEAL)

PARAMOUNT PLUMBING AND HEATING  
OF FLORIDA, INC., a Florida  
corporation

By: William Greenblatt  
William Greenblatt, President

Attest: Eleanor Greenblatt  
Eleanor Greenblatt, Secretary

(CORPORATE SEAL)

FILED  
96 DEC 19 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of December, 1996, by WILLIAM GREENBLATT, President, and ELEANOR GREENBLATT, Secretary, of Paramount Plumbing and Heating Company, Inc., a New York corporation, to me known to be the persons described in the foregoing instrument or who have produced a Florida driver's license as identification, who did (did not) take an oath, who executed the foregoing instrument, and they acknowledged before me that they executed said instrument as their true act and deed freely and voluntarily under authority duly vested in them by said corporation and for the purposes therein expressed.

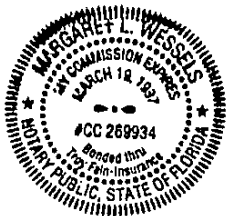


Margaret L. Wesells  
Print name: MARGARET L. WESSELLS  
NOTARY PUBLIC, STATE OF FLORIDA  
Serial No.: CC 269934  
My commission expires: 3/18/97

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of December, 1996, by WILLIAM GREENBLATT, President, and ELEANOR GREENBLATT, Secretary, of Paramount Plumbing and Heating of Florida, Inc., a Florida corporation, to me known to be the persons described in the foregoing instrument or who have produced a Florida driver's license as identification, who did (did not) take an oath, who executed the foregoing instrument, and they acknowledged before me that they executed said instrument as their true act and deed freely and voluntarily under authority duly vested in them by said corporation and for the purposes therein expressed.



Margaret L. Wesells  
Print name: MARGARET L. WESSELLS  
NOTARY PUBLIC, STATE OF FLORIDA  
Serial No.: CC 269934  
My commission expires: 3/18/97

PLAN OF MERGER  
OF  
PARAMOUNT PLUMBING and HEATING COMPANY, INC.,  
and PARAMOUNT PLUMBING and HEATING of FLORIDA, INC.  
INTO  
PARAMOUNT PLUMBING and HEATING of FLORIDA, INC.

ARTICLE I  
NAMES OF CONSTITUENT CORPORATIONS

(1) The name of each constituent corporation is PARAMOUNT PLUMBING and HEATING COMPANY, INC. and PARAMOUNT PLUMBING and HEATING of FLORIDA, INC.

(2) The name of the surviving corporation is PARAMOUNT PLUMBING and HEATING of FLORIDA, INC.

ARTICLE II  
SHARES OF CONSTITUENT CORPORATIONS

(1) As to each constituent corporation, the designation and number of outstanding shares of each class and series and voting rights are:

PARAMOUNT PLUMBING and HEATING COMPANY, INC. -  
100 shares of voting common stock without par value.

PARAMOUNT PLUMBING and HEATING of FLORIDA, INC.  
- 5000 shares of voting common stock of \$1.00 par value.

ARTICLE III  
TERMS AND CONDITIONS OF PROPOSED MERGER

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

All of the assets of PARAMOUNT PLUMBING and HEATING COMPANY, INC. shall be assigned to PARAMOUNT PLUMBING and HEATING of FLORIDA, INC. who shall assume all of the liabilities of PARAMOUNT PLUMBING and HEATING COMPANY, INC.

ARTICLE IV  
BY-LAWS AND ANNUAL MEETING OF SURVIVING CORPORATION

The By-Laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and

remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein. The first annual meeting of the shareholders of the Company held after the date when the merger becomes effective, shall be the annual meeting provided or to be provided by the By-Laws thereof for the year 1997.

#### ARTICLE V

##### MEETING OF THE BOARD OF DIRECTORS

The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the By-Laws of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting.

#### ARTICLE VI

##### MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION

The manner and basis of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

(a) Each share of common stock of PARAMOUNT PLUMBING and HEATING of FLORIDA, INC. outstanding on the effective date of the merger and all rights in respect thereto shall remain unchanged.

(b) Each share of common stock of PARAMOUNT PLUMBING and HEATING COMPANY, INC. outstanding on the effective date of the merger, and all rights in respect thereof shall, forthwith upon such effective date, be converted into, and become exchanged for 10 shares of the common stock of the Surviving Corporation; and each holder of common stock of PARAMOUNT PLUMBING and HEATING COMPANY, INC. shall thereafter be entitled, upon presentation and surrender to the Surviving Corporation or its agent of the certificate or certificates representing such shares, to receive in exchange therefor a certificate or certificates representing the shares of fully-paid and non-assessable common shares of the Surviving Corporation to which such holder shall be entitled upon the aforesaid basis of conversion and exchange.

#### ARTICLE VII

(1) EFFECTIVE DATE. This plan shall be submitted to the respective shareholders of the Constituent Corporations

for their written approval and shall become effective upon approval in writing by all of said shareholders and the filing of the Certificate of Merger with the Department of State of New York.

(2) EFFECT OF MERGER. When a certificate of merger shall have been filed by the Department of State, as required by the Business Corporation Law of the State of New York, the separate existence of PARAMOUNT PLUMBING and HEATING COMPANY, INC. shall cease and said corporation shall be merged in accordance with the provisions of this plan into PARAMOUNT PLUMBING and HEATING OF FLORIDA, INC. which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations.

The foregoing plan has been duly approved by the respective board of directors of each constituent corporation on the following dates:

<u>NAME OF CORPORATION</u>	<u>DATE OF APPROVAL</u>
PARAMOUNT PLUMBING and HEATING of FLORIDA, INC.	July 8, 1996
PARAMOUNT PLUMBING and HEATING, COMPANY, INC.	July 8, 1996

The foregoing plan is approved:

Stockholder of  
Paramount Plumbing and  
Heating of Florida, Inc.

WG William Greenblatt  
William Greenblatt

Stockholder of  
Paramount Plumbing and  
Heating Company, Inc.

WG William Greenblatt  
William Greenblatt

MINUTES of a joint meeting of  
Stockholders and Directors of  
PARAMOUNT PLUMBING and HEATING  
COMPANY, INC., held at 715 Motts  
Cove Road North, Roslyn Harbor,  
NY on July 8 at 8:00 p.m.

All of the Directors and Stockholders were present.

Mr. William Greenblatt, President of the Corporation,  
acted as Chairman of the meeting and Mrs. Eleanor Greenblatt,  
Secretary of the Corporation, acted as Secretary.

The President presented to the meeting a proposed  
Plan of Merger of the Corporation with PARAMOUNT PLUMBING  
and HEATING of FLORIDA, INC.

Upon motion duly made, it was unanimously

RESOLVED, that the Plan of Merger of PARAMOUNT  
PLUMBING and HEATING of FLORIDA, INC., with the Corporation  
dated the 8th day of July, 1996, be and the same is hereby  
adopted, and it was further

RESOLVED, that the Plan be submitted to the Share-  
holders of this Corporation entitled to vote therein for  
their written approval and upon such approval being given  
a copy of the Plan of Merger be annexed to these minutes  
and the officers of the Corporation shall file a Certificate  
of Merger with the Department of State of New York and with  
the State of Florida.

ADJOURNED.

  
Secretary

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME : PARAMOUNT PLUMBING AND HEATING OF FLORIDA, INC.

DOCUMENT TYPE : MERGER (UNA. BUSINESS)  
PROCESS

COUNTY:

SERVICE COMPANY : GERALD WEINBERG, INC.

SERVICE CODE: 14

CONSTITUENT NAME: PARAMOUNT PLUMBING AND HEATING COMPANY, INC.

FILED: 11/29/1996 DURATION: \*\*\*\*\* CASH # 961129000176 FILM #: 961129000169

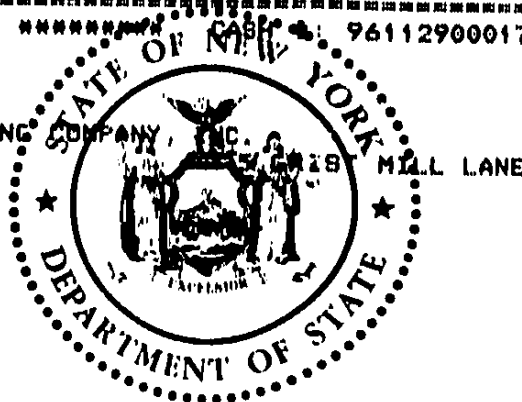
ADDRESS FOR PROCESS

PARAMOUNT PLUMBING AND HEATING COMPANY, INC.  
C/O FREDERICK DOPPELT  
GREAT NECK, NY 11023

EFFECT DATE

11/29/1996

REGISTERED AGENT



FILER

FREDERICK DOPPELT  
292 MADISON AVE  
NEW YORK, NY 10017-6307

FEES

FILING : 60.00  
TAX : 0.00  
CERT : 0.00  
COPIES : 0.00  
HANDLING: 25.00

85.00

PAYMENTS

CASH : 0.00  
CHECK : 0.00  
BILLED: 85.00

REFUND: 0.00

CERTIFICATE OF MERGER

OF

PARAMOUNT PLUMBING and HEATING COMPANY, INC.  
and PARAMOUNT PLUMBING and HEATING of FLORIDA, INC.

INTO

PARAMOUNT PLUMBING and HEATING of FLORIDA, INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

The undersigned, WILLIAM GREENBLATT and ELEANOR GREENBLATT, being the president and the secretary, respectively, of PARAMOUNT PLUMBING and HEATING COMPANY, INC. a domestic corporation organized and existing under and by virtue of the laws of the State of New York and WILLIAM GREENBLATT and ELEANOR GREENBLATT, being the president and secretary, respectively of PARAMOUNT PLUMBING and HEATING of FLORIDA, INC., being a foreign corporation organized and existing under the laws of the State of Florida do hereby certify that:

1. The name of each constituent corporation is as follows:

PARAMOUNT PLUMBING and HEATING COMPANY, INC. and  
PARAMOUNT PLUMBING and HEATING of FLORIDA, INC.

2. The name of the surviving corporation is PARAMOUNT PLUMBING and HEATING OF FLORIDA, INC.

3. The designation, number, and voting rights of the outstanding shares of each class of PARAMOUNT PLUMBING and HEATING COMPANY, INC. is 100 shares of common stock without par value.

4. The designation, number, and voting rights of the outstanding shares of each class of PARAMOUNT PLUMBING and HEATING of FLORIDA, INC. is 5,000 shares of common stock of \$1.00 par value.

5. No amendments or changes are to be made in the certificate of incorporation of PARAMOUNT PLUMBING and HEATING COMPANY, INC. or PARAMOUNT PLUMBING and HEATING of FLORIDA, INC.

WVG-14

RECEIVED  
DEPARTMENT OF  
TAXATION AND FINANCE  
NOV 01 1996  
CORPORATION TAX  
DISSOLUTION

6. The date when the certificate of incorporation of PARAMOUNT PLUMBING and HEATING COMPANY, INC. was filed by the Department of State is the 5th day of December, 1955.

7. The date when the certificate of incorporation of PARAMOUNT PLUMBING and HEATING of FLORIDA, INC. was filed in Florida was May 22, 1956.

8. The merger of PARAMOUNT PLUMBING and HEATING COMPANY, INC. and PARAMOUNT PLUMBING and HEATING of FLORIDA, INC. was authorized in respect to PARAMOUNT PLUMBING and HEATING COMPANY, INC., a constituent corporation, by the unanimous written consent of the holders of all the outstanding shares entitled to vote thereon.

9. The merger of PARAMOUNT PLUMBING and HEATING COMPANY, INC. and PARAMOUNT PLUMBING and HEATING of FLORIDA, INC. was authorized in respect to PARAMOUNT PLUMBING and HEATING of FLORIDA, INC. a constituent corporation, by the unanimous written consent of the holders of all the outstanding shares entitled to vote thereon.

10. The merger of PARAMOUNT PLUMBING and HEATING COMPANY, INC. and PARAMOUNT PLUMBING and HEATING of FLORIDA, INC. is permitted by the laws of Florida and is in compliance therewith.

11. No application for authority to do business in the State of New York has been filed by PARAMOUNT PLUMBING and HEATING of FLORIDA, INC. with the Department of State and PARAMOUNT PLUMBING and HEATING of FLORIDA, INC. will not do business in the State of New York until an application for authority to do business in the State of New York has been filed by the Department of State of New York.

12. The surviving foreign corporation hereby agrees that it may be served with process in New York in any action or special proceeding for the enforcement of any liability or obligation of the constituent domestic corporation, PARAMOUNT PLUMBING and HEATING COMPANY, INC., and for the enforcement, as provided in the Business Corporation Law, of the right of shareholders of the constituent domestic corporation, PARAMOUNT PLUMBING and HEATING COMPANY, INC., to receive payment for their shares against the surviving foreign corporation, PARAMOUNT PLUMBING and HEATING of FLORIDA, INC.

13. The surviving foreign corporation, PARAMOUNT PLUMBING and HEATING of FLORIDA, INC., further agrees that, subject to the provisions of section 623 of the Business

Corporation Law, it will promptly pay to the shareholders of the constituent domestic corporation, PARAMOUNT PLUMBING and HEATING COMPANY, INC., the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law relating to the right of shareholders to receive payment for their shares.

14. The surviving foreign corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against said surviving foreign corporation may be served in the manner set forth in Business Corporation Law § 306(b) in any action or special proceeding.

15. The Secretary of State of the State of New York shall mail a copy of any process served upon him as agent for the surviving foreign corporation to PARAMOUNT PLUMBING and HEATING COMPANY, INC., c/o Frederick Doppelt, 5 Grise Mill Lane, Great Neck, NY 11023.

IN WITNESS WHEREOF, this certificate has been subscribed on July 8, 1996 by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

*WG William Greenblatt*  
\_\_\_\_\_  
WILLIAM GREENBLATT, President of  
PARAMOUNT PLUMBING and HEATING  
COMPANY, INC.

*EG Eleanor Greenblatt*  
\_\_\_\_\_  
ELEANOR GREENBLATT, Secretary of  
PARAMOUNT PLUMBING and HEATING  
COMPANY, INC.

*WG William Greenblatt*  
\_\_\_\_\_  
WILLIAM GREENBLATT, President of  
PARAMOUNT PLUMBING and HEATING  
of FLORIDA, INC.

*EG Eleanor Greenblatt*  
\_\_\_\_\_  
ELEANOR GREENBLATT, Secretary of  
PARAMOUNT PLUMBING and HEATING  
of FLORIDA, INC.

PR-30.31 (7/90)

New York State Department of Taxation and Finance - Corporation Tax  
Albany NY 12227

To: Secretary of State

Date: 11/14/96

Name of Corporation

PARAMOUNT PLUMBING AND HEATING COMPANY, INC.

ID# 13-1880754 AA6

Pursuant to provisions of section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merger of the above named corporation, into PARAMOUNT PLUMBING AND HEATING OF FLORIDA, INC. (FL) - If filed Certificate ~~and fees~~ attached. on or before 2/14/97.

Filed by: TWS  
WNBG

Director, Processing Division

By C. Ellis

White-Department of State

Yellow-Department of State

Pink-Taxpayer

PR-30.31 (7/96)

New York State Department of Taxation and Finance - Corporation Tax  
Albany NY 12227

To: Secretary of State

Date: 11/14/96

Name of Corporation

PARAMOUNT PLUMBING AND HEATING COMPANY, INC.

ID# 13-1880754 AA6

Pursuant to provisions of section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merger of the above named corporation, into PARAMOUNT PLUMBING AND HEATING OF FLORIDA, INC. (FL) - If filed Certificate ~~and fees~~ attached. on or before 2/14/97.

Filed by: TWS  
WNBG

Director, Processing Division

By C. Ellis

White-Department of State

Yellow-Department of State

Pink-Taxpayer