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P98000001723

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

800002401628--1
-01/15/98-01063--003
*****70.00 *****70.00

*Merger &
Name Change*

Wiegold & Sons, Inc.

*merging into:
Wiegold Acquisition Corp.*

☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:30
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Verifier

Acknowledgment

W.P. Verifier

JAN 15 1998

Thanks,
Jeff

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DIVISION OF CORPORATION

P980000001723

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WIEGOLD & SONS, INC., a Florida corporation F66509

INTO

WIEGOLD ACQUISITION CORP. which changed its name to

WIEGOLD & SONS, INC., a Florida corporation, P98000001723.

File date: January 15, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
WIEGOLD & SONS, INC.
INTO
WIEGOLD ACQUISITION CORP.

98 JAN 15 PM 5:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: WIEGOLD ACQUISITION CORP. (the "Parent" or "Surviving Corporation") is a corporation organized under the laws of the State of Florida, owning 100 percent of the shares of Wiegold & Sons, Inc. (the "Merged Corporation"), a corporation organized under the laws of the State of Florida.

SECOND: The Plan of Merger, attached as Annex A, was adopted by the Parent Board of Directors of Parent on January 14, 1998.

THIRD: The pro-rata issuance of shares of the Merged Corporation to the holders of the shares of the Surviving Corporation upon surrender of any certificates therefor is provided for in the Plan of Merger.

FOURTH: Shareholder consent to the merger is unnecessary because the Merged Corporation is the wholly-owned subsidiary of the Surviving Corporation.

SIXTH: The effective date of the merger is the date of filing the Articles of Merger.

SEVENTH: The articles of incorporation, bylaws, and officers and directors of Parent shall remain the articles of incorporation, bylaws, and officers and directors of the Surviving Corporation. The amendment to the articles of incorporation of the Surviving Corporation is as follows:

"The name of the Corporation is changed to 'Wiegold & Sons, Inc.' "

Signed this 14th day of January, 1998.

WIEGOLD ACQUISITION CORP.
(Surviving Corporation)

By: J. Patrick Miller
J. Patrick Millinor, President

WIEGOLD & SONS, INC. (Merged Corporation)

By: J. Patrick Miller
J. Patrick Millinor, Jr., President

ANNEX A

SUMMARY OF AGREEMENT AND PLAN OF MERGER

In accordance with Section 607.1101 *et seq.* of the Florida Business Corporation Act, the following is a summary of the Agreement and Plan of Merger dated January 13, 1998, by and among Group Maintenance America Corp., Wiegold Acquisition Corp., Wiegold & Sons, Inc., and the holder of the outstanding capital stock of Wiegold & Sons, Inc.:

Parent Corporation: Wiegold Acquisition Corp. ("Wiegold")

Subsidiary Corporation: Wiegold & Sons, Inc. ("Company")

Surviving Corporation: Wiegold

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or into money or other property in whole or part:

As of the Effective Time, by virtue of the Merger and without further action on the part of any holder of shares of Company common stock or any holder of shares of capital stock of Wiegold:

Each share of capital stock of Wiegold issued and outstanding at the Effective Time shall remain outstanding and shall be unchanged at and after the Merger and immediately following the Effective Time of the Merger shall constitute all of the issued and outstanding capital stock of Wiegold.

All shares of Company common stock that are owned by any of its subsidiaries or that are authorized, but unissued, shall be canceled and retired and shall cease to exist and no stock of the Wiegold or other consideration shall be delivered in exchange therefor.

Each share of Company common stock (other than shares to be canceled as stated in the preceding paragraph) shall be converted into the right to receive certain numbers of shares of common of the parent of Wiegold, Group Maintenance America Corp. and cash.

Amendments to the Articles of Incorporation to be effected by the Merger:

The name of the surviving corporation will be changed to "Wiegold & Sons, Inc."