

P98000012144

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

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98 FEB 13 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700002430147--8  
-02/13/98-01035-017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

AA Advance Air Inc.

merging into:

AA Advance Acquisition Corp.

700002430147--8  
-02/13/98-01035-018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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|--|---|---|
| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger      |
| <input type="checkbox"/> NonProfit             |   |   |
| <input type="checkbox"/> Limited Liability Co. |   |   |
| <input type="checkbox"/> Foreign               | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
|  |   | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                    |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30             |
| <input checked="" type="checkbox"/> Walk In    | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up     |
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merger  
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DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

A.A. ADVANCE AIR, INC., a Florida corporation (Document #519908)

INTO

AA ADVANCE ACQUISITION CORP. which changed its name to

**AA ADVANCE AIR, INC.**, a Florida corporation, P98000012144.

File date: February 13, 1998

Corporate Specialist: Louise Flemming-Jackson

**ARTICLES OF MERGER  
OF  
AA.ADVANCE AIR, INC.  
INTO  
AA.ADVANCE ACQUISITION CORP.**

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**TALLAHASSEE, FLORIDA**

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

FIRST: AA Advance 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 AA.Advance Air, Inc. (the "Merged Corporation"), a corporation which were organized under the laws of the State of Florida.

SECOND: The Plan of Merger, attached as Annex A, was adopted by the Board of Directors of Parent on February 12, 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 'AA Advance Air, Inc.' "

Signed this 12th day of February, 1998.

**AA ADVANCE ACQUISITION CORP.**  
(Surviving Corporation)

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

**AA ADVANCE AIR, INC.** (Merged Corporation)

By: Robert H. Burrows  
Name: Robert H. Burrows  
Title: 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 February 11, 1998, by and among Group Maintenance America Corp., AA Advance Acquisition Corp., AA Advance Air, Inc., and the holder of the outstanding capital stock of AA Air Advance, Inc.:

**Parent Corporation:** AA Advance Acquisition Corp. ("Corporation")

**Subsidiary Corporation:** AA Advance Air, Inc. ("Advance")

**Surviving Corporation:** Corporation

**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 of the Merger (the "Effective Time"), by virtue of the Merger and without further action on the part of any holder of shares of Advance Common Stock or any holder of shares of capital stock of Corporation:

each share of capital stock of Corporation 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 shall constitute all of the issued and outstanding capital stock of the Surviving Corporation;

each share of Advance Common Stock shall be converted into the right to receive cash and shares of Common Stock of the Parent of Corporation, Group Maintenance America Corp. ("GMAC");

each share of Advance Common Stock so converted into the right to receive cash and shares of GMAC Common Stock shall, by virtue of the Merger and without any action on the part of the holder thereof, at the Effective Time no longer be outstanding and shall at such time be canceled and retired and shall cease at such time to exist.

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

The name of the surviving corporation will be changed to "AA Advance Air, Inc."