

P98000020152

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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*****35.00 *****35.00

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-03/16/98--01064--008
*****35.00 *****35.00

Sun Plumbing, Inc.

merging into:

Sun Acquisition Corp.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 2:25

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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 |
| <input type="checkbox"/> Mail Out | | |

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MAR 16 1998

Thanks,
Jeff

merge
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SUN PLUMBING, INC., a Florida corp., 532885

INTO

SUN ACQUISITION CORP. which changed its name to

SUN PLUMBING, INC., a Florida corporation, P98000020152.

File date: March 16, 1998

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
OF
SUN PLUMBING, INC.
INTO
SUN ACQUISITION CORP.**

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

FIRST: Sun 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 Sun Plumbing, 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 Board of Directors of Parent on March 13, 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 'Sun Plumbing, Inc.' "

Signed this 13th day of March, 1998.

SUN ACQUISITION CORP.
(Surviving Corporation)

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

SUN PLUMBING, INC. (Merged Corporation)

By: J. Patrick Millinor, Jr.
Name: _____
Title: _____

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 March 13, 1998, by and among Group Maintenance America Corp., Sun Acquisition Corp., Sun Plumbing, Inc., and the holder of the outstanding capital stock of Sun Plumbing, Inc.:

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

Subsidiary Corporation: Sun Plumbing, Inc. ("Company")

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, 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 Parent:

Each share of capital stock of Parent 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 Parent;

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 Parent 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 stock of the parent of Parent, 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 "Sun Plumbing, Inc."