

P98000020166

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

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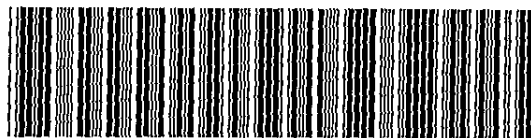
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

9/16 merger

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Monique Diaz
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Encompass Services Corporation
3 Greenway Plaza, Suite 2000
Houston, Texas 77046
Phone: 713-860-0100
Toll Free: 888-626-4984
encompserv.com

September 8, 2003

Secretary of State
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Various Companies - Florida Merger

Dear Secretary of State:

Please file the enclosed Articles of Merger and Agreement and Plan of Merger (duplicates) to merge the following companies into Encompass Services Holding Corp.

1. Encompass Mechanical (Jacksonville), Inc.
2. Encompass Electrical (REC), LLC
3. Encompass Mechanical (Orlando), Inc.
4. Encompass Mechanical (Pompano Beach), Inc.
5. Encompass Electrical Technologies Southeast, Inc.
6. Regency Electric Company South Florida Office, Inc.
7. Encompass Electrical Technologies North Florida, Inc.
8. Encompass Residential (Melbourne), Inc.
9. Southeast Mechanical Services, Inc.
10. Encompass Electrical (Central Florida), Inc.
11. Encompass Mechanical (Fort Myers), Inc.
12. Encompass Residential (Central Florida), Inc.
13. Encompass Electrical Technologies Projects Group, Inc.
14. Encompass Residential (Tallahassee), Inc.
15. Wade's Heating & Cooling, Inc.
16. Encompass Residential South Florida (HVAC), Inc.

Also included is a check (#1167) in the amount of \$550.00 for the filing fees. Please return the evidence in the enclosed stamp addressed envelope. If you have any questions, please contact me at the above number. Thank you.

Sincerely,

Monique Diaz

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Encompass Mechanical (Jacksonville), Inc. 1033 S. Edgewood Avenue Jacksonville, FL 32205	Florida	Dom. Corporation
Florida Document/Registration Number: P98000020166 ✓		FEI Number: 76-0584166
2. Encompass Electrical (REC), LLC 3 Greenway Plaza, Ste. 1900 Houston, TX 77046	Florida	Dom. LLC
Florida Document/Registration Number: L02000002988 ✓		FEI Number: 68-0509274
3. Encompass Mechanical (Orlando), Inc. 9440 Sidney Hayes Rd. Orlando, FL 32824	Florida	Dom Corporation
Florida Document/Registration Number: 444175 ✓		FEI Number: 59-1517736
4. Encompass Mechanical (Pompano Beach), Inc. 1920 NW 32nd Street Pompano Beach, FL 33064	Florida	Dom Corporation
Florida Document/Registration Number: P98000012144 ✓		FEI Number: 65-0856101

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
5. <u>Encompass Electrical Technologies</u> <u>Southeast, Inc.</u> <u>4348 Southpoint Blvd., ste. 400</u> <u>Jacksonville, FL 32216</u> Florida Document/Registration Number: <u>P98000049660</u> ✓	<u>Florida</u>	<u>Dom. Corporation</u>
6. <u>Regency Electric Company</u> <u>South Florida Office, Inc.</u> <u>3800 Park Central Blvd. N.</u> <u>Pompano Beach, FL 33064</u> Florida Document/Registration Number: <u>P98000082091</u> ✓	<u>Florida</u>	<u>Dom. Corporation</u>
7. <u>Encompass Electrical Technologies North</u> <u>Florida, Inc.</u> <u>6601 Southpoint Dr. N., Ste. 300</u> <u>Jacksonville, FL 32216</u> Florida Document/Registration Number: <u>M91911</u> ✓	<u>Florida</u>	<u>Dom Corporation</u>
8. <u>Encompass Residential (Melbourne), Inc.</u> <u>6935 Vickie Circle</u> <u>Melbourne, FL 32902</u> Florida Document/Registration Number: <u>P98000020152</u> ✓	<u>Florida</u>	<u>Dom Corporation</u>

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
9.	<u>Southeast Mechanical Services, Inc.</u> <u>15951 Southwest 41st, Ste. 100</u> <u>Davie, FL 3331</u>	<u>Florida</u>	<u>Dom. Corporation</u>
	Florida Document/Registration Number: <u>P97000062586</u> ✓		FEI Number: <u>58-2338961</u>
10.	<u>Encompass Electrical (Central</u> <u>Florida), Inc.</u> <u>430 West Drive</u> <u>Altamonte Springs, FL 32714</u>	<u>Florida</u>	<u>Dom. Corporation</u>
	Florida Document/Registration Number: <u>P98000014379</u> ✓		FEI Number: <u>59-3496182</u>
11.	<u>Encompass Mechanical (Fort Myers), Inc.</u> <u>10879 Metro Parkway</u> <u>Fort Myers, FL 33912</u>	<u>Florida</u>	<u>Dom. Corporation</u>
	Florida Document/Registration Number: <u>H53351</u> ✓		FEI Number: <u>59-2532059</u>
12.	<u>Encompass Residential (Central</u> <u>Florida), Inc.</u> <u>210 Douglas Road</u> <u>East Oldsmar, Florida 34677</u>	<u>Florida</u>	<u>Dom. Corporation</u>
	Florida Document/Registration Number: <u>P94000075765</u> ✓		FEI Number: <u>59-3276213</u>

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
13.	Encompass Electrical Technologies Projects Group, Inc. 4348 Southpointe, Suite 400 Jacksonville, FL 32216	Florida	Dom. Corporation
	Florida Document/Registration Number: P96000035677		FEI Number: 59-3372744
14.	Encompass Residential (Tallahassee), Inc. 135 W. Congress Avenue Delray Beach, Florida 33445	Florida	Dom. Corporation
	Florida Document/Registration Number: P97000071483		FEI Number: 76-0584184
15.	Wade's Heating & Cooling, Inc. 12935 Metro Parkway Ft. Myers, Florida 33912	Florida	Dom. Corporation
	Florida Document/Registration Number: P98000041635		FEI Number: 76-0584183
16.	Encompass Residential South Florida (HVAC), Inc. 2255 J&C Blvd., Pine Ridge Industrial Park, Naples Florida 34109	Florida	Dom. Corporation
	Florida Document/Registration Number: P98000001723		FEI Number: 76-0584182

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Encompass Services Holding Corp. 3 Greenway Plaza, Suite 2000 Houston, Texas 77046	Delaware	For. Corporation
Florida Document/Registration Number:		FEI Number: 76-0537924

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State


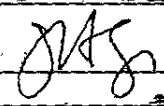
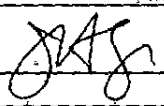
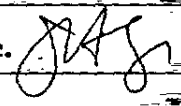
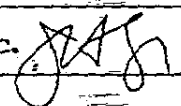
OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Encompass Mechanical (Jacksonville), Inc.		John A. Hale, Jr. VP & Secretary
Encompass Electrical (REC), LLC		John A. Hale, Jr. VP & Secretary BET Holdings, Inc., Member
Encompass Mechanical (Orlando), Inc.		John A. Hale, Jr. VP & Secretary
Encompass Mechanical (Pompano Beach), Inc.		John A. Hale, Jr. VP & Secretary
Encompass Electrical Technologies Southeast, Inc.		John A. Hale, Jr. VP & Secretary

(Attach additional sheet(s) if necessary)

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

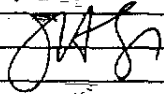
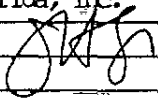
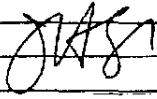
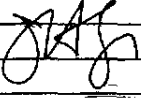
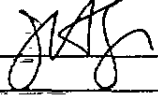
OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Regency Electric Company South Florida Office, Inc.</u>		<u>John A. Hale, Jr.</u> <u>VP & Secretary</u>
<u>Encompass Electrical Technologies North Florida, Inc.</u>		<u>John A. Hale, Jr.</u> <u>VP & Secretary</u>
<u>Encompass Residential (Melbourne), Inc.</u>		<u>John A. Hale, Jr.</u> <u>VP & Secretary</u>
<u>Southeast Mechanical Services, Inc.</u>		<u>John A. Hale, Jr.</u> <u>VP & Secretary</u>
<u>Encompass Electrical (Central Florida), Inc.</u>		<u>John A. Hale, Jr.</u> <u>VP & Secretary</u>

(Attach additional sheet(s) if necessary)

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

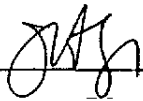
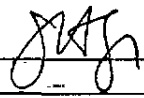
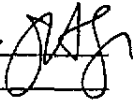
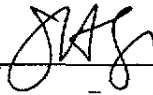
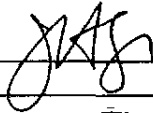
OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Encompass Mechanical (Fort Myers), Inc.</u>		<u>John A. Hale, Jr.</u> <u>VP & Secretary</u>
<u>Encompass Residential (Central Florida), Inc.</u>		<u>John A. Hale, Jr.</u> <u>VP & Secretary</u>
<u>Encompass Electrical Technologies Projects Group, Inc.</u>		<u>John A. Hale, Jr.</u> <u>VP & Secretary</u>
<u>Encompass Residential (Tallahassee), Inc.</u>		<u>John A. Hale, Jr.</u> <u>VP & Secretary</u>
<u>Wade's Heating & Cooling, Inc.</u>		<u>John A. Hale, Jr.</u> <u>VP & Secretary</u>

(Attach additional sheet(s) if necessary)

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
-----------------------	---------------------	--

John A. Hale, Jr.

John A. Hale, Jr.

(Attach additional sheet(s) if necessary)

AGREEMENT AND PLAN OF MERGER

The following Agreement and Plan of Merger, which was adopted and approved by each party to the merger in accordance with the requirements of applicable law (the "Merger"), is being submitted in accordance with the requirements of applicable law.

Section 1: Merged Companies. The exact name and jurisdiction of each merging party are as follows (each a "Company" and collectively, the "Companies"):

<u>Name</u>	<u>Jurisdiction</u>
Encompass Residential (Central Florida), Inc.	Florida
Encompass Electrical Technologies North Florida, Inc.	Florida
Encompass Electrical Technologies Projects Group, Inc.	Florida
Regency Electrical Company South Florida Office, Inc.	Florida
Encompass Mechanical (Pompano Beach), Inc.	Florida
Encompass Electrical Technologies Southeast, Inc.	Florida
Encompass Mechanical (Orlando), Inc.	Florida
Encompass Mechanical (Jacksonville), Inc.	Florida
Encompass Mechanical (Fort Myers), Inc.	Florida
Southeast Mechanical Service, Inc.	Florida
Encompass Residential (Melbourne), Inc.	Florida
Encompass Electrical (Central Florida), Inc.	Florida
Encompass Residential (Tallahassee), Inc.	Florida
Wade's Heating & Cooling, Inc.	Florida
Encompass Residential South Florida (HVAC), Inc.	Florida
Encompass Electrical (REC), LLC	Florida

Section 2: Surviving Entity. The exact name and jurisdiction of the surviving party is as follows ("Encompass Holding"):

<u>Name</u>	<u>Jurisdiction</u>
Encompass Services Holding Corp.	Delaware

Section 3: Conversion of Stock. At the Effective Time (as hereinafter defined), each Company shall be merged with and into Encompass Holding, with Encompass Holding as the sole surviving corporation (the "Surviving Corporation").

(a) Each then-outstanding share of capital stock of Encompass Holding shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as one share of capital stock of the Surviving Corporation.

(b) Each then-outstanding share of capital stock or equity or membership interest of each Company shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no consideration shall be issued in respect thereof.

Section 4: Effective Time. In accordance with the requirements of applicable law, appropriate Certificate of Merger shall be prepared, executed and submitted for filing with the proper

authorities of the States of Delaware and Florida as soon as practicable following the closing. The date of such filing is referred to in this Merger as the "Effective Time".

Section 5: Certificate of Incorporation and By-Laws.

5.1 At the Effective Time, the Certificate of Incorporation of Encompass Holding, as amended through the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until further amended as provided by law.

5.2 At the Effective Time, the By-laws of Encompass Holding, as amended through the Effective Time, shall be the By-laws of the Surviving Corporation until further amended in accordance with the provisions thereof and of applicable law.

Section 6: Directors and Officers. The officers and directors of Encompass Holding immediately prior to the Effective Time shall be the officers and directors, respectively, of the Surviving Corporation.

Section 7: Amendment and Termination.

7.1 At any time prior to the Effective Time, this Merger may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly approved by the Board of Directors of Encompass Holding and of each Company.

7.2 At any time prior to the Effective Time, notwithstanding approval of this Merger by the stockholders of Encompass Holding and/or each Company, this Merger may be terminated and abandoned by the Board of Directors of Encompass Holding.

Section 8: Governing Law. The Merger shall be governed and construed in accordance with the laws of the State of Delaware.

[Intentionally Left Blank.]

IN WITNESS WHEREOF, Encompass Holding and each Company have caused this Agreement and Plan of Merger to be executed and its duly authorized officers, as of the 21 day of August 2003.

Encompass Services Holding Corp.

By: _____

John A. Hale, Jr.

Vice President and Secretary

Encompass Residential (Central Florida), Inc.
Encompass Electrical Technologies North Florida, Inc.
Encompass Electrical Technologies Projects Group, Inc.
Regency Electrical Company South Florida Office, Inc.
Encompass Mechanical (Pompano Beach), Inc.
Encompass Electrical Technologies Southeast, Inc.
Encompass Mechanical (Orlando), Inc.
Encompass Mechanical (Jacksonville), Inc.
Encompass Mechanical (Fort Myers), Inc.
Southeast Mechanical Service, Inc.
Encompass Residential (Melbourne), Inc.
Encompass Electrical (Central Florida), Inc.
Encompass Residential (Tallahassee), Inc.
Wade's Heating & Cooling, Inc.
Encompass Residential South Florida (HVAC), Inc.
Encompass Electrical (REC), LLC

By: _____

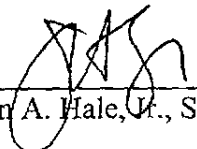
John A. Hale, Jr.

Vice President and Secretary

Acting on Behalf of Each of the Above

CERTIFICATE OF THE SECRETARY
OF
ENCOMPASS SERVICES HOLDING CORP.

The undersigned, being the Secretary of Encompass Services Holding Corp., a Delaware corporation ("Encompass Holding"), does hereby certify pursuant to Section 251 of the General Corporation Law of the State of Delaware that the sole stockholder of Encompass Holding duly adopted this Agreement and Plan of Merger by a written consent to action without a meeting pursuant to and in accordance with Section 228 of the General Corporation Law of the State of Delaware.



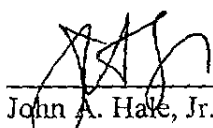
John A. Hale, Jr., Secretary

Dated: August 27, 2003.

JOINT CERTIFICATE OF SECRETARY

The undersigned, the Secretary of each of the entities set forth on Annex A (each a "Company" and collectively, the "Companies"), each Company organized and existing under the laws of the State of Florida, does hereby certify pursuant to Sections 607 and 608 of the Corporation Law of the State of Florida that the sole stockholder of each Company duly adopted this Agreement and Plan of Merger by a written consent to action without a meeting pursuant to and in accordance with Sections 607.1103 and 608.4381 of the General Corporation Law of the State of Florida.

Encompass Residential (Central Florida), Inc.
Encompass Electrical Technologies North Florida, Inc.
Encompass Electrical Technologies Projects Group, Inc.
Regency Electrical Company South Florida Office, Inc.
Encompass Mechanical (Pompano Beach), Inc.
Encompass Electrical Technologies Southeast, Inc.
Encompass Mechanical (Orlando), Inc.
Encompass Mechanical (Jacksonville), Inc.
Encompass Mechanical (Fort Myers), Inc.
Southeast Mechanical Service, Inc.
Encompass Residential (Melbourne), Inc.
Encompass Electrical (Central Florida), Inc.
Encompass Residential (Tallahassee), Inc.
Wade's Heating & Cooling, Inc.
Encompass Residential South Florida (HVAC), Inc.
Encompass Electrical (REC), LLC



John A. Hale, Jr., Secretary

Dated: August 27, 2003.

ANNEX A

Encompass Residential (Central Florida), Inc.
Encompass Electrical Technologies North Florida, Inc.
Encompass Electrical Technologies Projects Group, Inc.
Regency Electrical Company South Florida Office, Inc.
Encompass Mechanical (Pompano Beach), Inc.
Encompass Electrical Technologies Southeast, Inc.
Encompass Mechanical (Orlando), Inc.
Encompass Mechanical (Jacksonville), Inc.
Encompass Mechanical (Fort Myers), Inc.
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