



S 51516

FILED  
99 DEC 30 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 534034 4804661  
AUTHORIZATION : *Patricia Pigato*  
COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1999

ORDER TIME : 11:29 AM

ORDER NO. : 534034-005

CUSTOMER NO: 4804661

400003084904--2

CUSTOMER: Rita Slager, Legal Assistant  
Schwartz & Freeman  
Suite 1900  
401 North Michigan Avenue  
Chicago, IL 60611-4206

ARTICLES OF MERGER

EFFECTIVE DATE  
12-31-99

CHICAGO AREA MAINTENANCE  
SYSTEMS, INC.

INTO

KNAUS SYSTEMS, INC. OF FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

RECEIVED  
99 DEC 30 PM 12:17  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CONTACT PERSON: Angie Glisar

C. COULLIETTE JAN 06 2000

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

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

CHICAGO AREA MAINTENANCE SYSTEMS, INC., an Illinois corporation not  
qualified

INTO

**KNAUS SYSTEMS, INC. OF FLORIDA**, a Florida entity, S51516.

File date: December 30, 1999 , effective December 31, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 3, 2000

CSC

TALLAHASSEE, FL

SUBJECT: KNAUS SYSTEMS, INC. OF FLORIDA  
Ref. Number: S51516

We have received your document for KNAUS SYSTEMS, INC. OF FLORIDA and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Must be filed pursuant to chapter 607.1101-607.1104. Please see correct forms attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 700A00000066

**RESUBMIT**

Please give original  
filing date as file date

**RECEIVED**  
00 JAN -6 AM 11:22  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
KNAUS SYSTEMS, INC. OF FLORIDA	FLORIDA

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
CHICAGO AREA MAINTENANCE SYSTEMS, INC.	ILLINOIS

FILED  
99 DEC 30 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

EFFECTIVE DATE  
12-31-99

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR**        /        /        (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 1999

The Plan of Merger was adopted by the board of directors of the surviving corporation on                      and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 28, 1999

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on                      and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

KNAUS SYSTEMS, INC. OF  
FLORIDA



ANTHONY J. KNAUS, PRESIDENT

CHICAGO AREA  
MAINTENANCE SYSTEMS, INC.

*[Signature]*

ANTHONY J. KNAUS, PRESIDENT

[illegible]

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## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

KNAUS SYSTEMS, INC. OF FLORIDA

FLORIDA

**Second:** The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

CHICAGO AREA MAINTENANCE SYSTEMS, INC.

ILLINOIS

**Third:** The terms and conditions of the merger are as follows:

SEE ATTACHED EXHIBIT A

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHED EXHIBIT A

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NOT APPLICABLE

OR

Restated articles are attached:

NOT APPLICABLE

Other provisions relating to the merger are as follows:

## **EXHIBIT A**

### **PLAN OF MERGER**

This Plan of Merger (the "Plan") dated as of December 28, 1999, is between CHICAGO AREA MAINTENANCE SYSTEMS, INC., an Illinois corporation ("CHICAGO AREA"), and KNAUS SYSTEMS, INC. OF FLORIDA, a Florida corporation ("KNAUS" and hereinafter sometimes called the "Surviving Corporation"), (CHICAGO AREA and KNAUS are sometimes hereinafter referred to collectively as the "Constituent Corporations").

#### **SECTION 1**

1.1 **The Merger.** In accordance with provisions of the Illinois Business Corporation Act of 1983 (the "IBCA") as amended, CHICAGO AREA shall be merged with and into KNAUS at the Effective Time (as defined in Section 1.2). As a result of the Merger, the separate corporate existence of CHICAGO AREA shall cease and KNAUS shall continue its existence under the laws of the State of Florida.

1.2 **EFFECTIVE TIME.** The Merger will be effective at 9:00 a.m. Central daylight time on December 31, 1999 (the "Effective Time").

1.3 **Effects of Merger.** On the Effective Date of the Merger:

(a) All of the property, real and personal, and each and every other right or asset of each of the Constituent Corporations shall vest, without further act or deed, in the Surviving Corporation;

(b) The Surviving Corporation shall possess all rights, privileges and immunities of each of the Constituent Corporations; and

(c) The Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations.

1.4 **By-Laws.** The By-Laws of KNAUS as in effect immediately prior to the Effective Time of the Merger shall be and become the By-Laws of the Surviving Corporation.

1.5 **Officers and Directors.** The officers and directors of KNAUS immediately prior to the Effective Time of the Merger shall be and become the officers and directors of Surviving Corporation.



## SECTION 2

2. **Conversion of Capital Stock.** At the Effective Time, by virtue of the Merger and without any action on the part of CHICAGO AREA and KNAUS:

(a) Each share of common stock of CHICAGO AREA shall not be converted in any manner, but each said share which is issued as of the Effective Time of the Merger shall be surrendered and cancelled. The issued and outstanding shares of each of the Constituent Corporations are owned by the same sole shareholder.

(b) Each share of common stock of KNAUS which shall be issued and outstanding on the Effective Time of the Merger shall continue to be one (1) fully paid and non-assessable share of common stock, \$1.00 par value, of KNAUS.

## SECTION 3

3. **Amendment.** This Plan may be amended, modified or supplemented in whole or in part, at any time prior to or after its approval but before the date of filing. Time, by an instrument in writing executed in the same manner as this Plan, after authorization by the Board of Directors of the Constituent Corporations.

## SECTION 4

4. **Right to Rescind.** The Board of Directors of either Constituent Corporation may rescind this Plan at any time before the date of filing. In such event, the officers of the Constituent Corporations shall take all actions necessary or appropriate to withdraw this Plan and any documents filed in connection with this Plan with any governmental body.