

TO4000000220

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

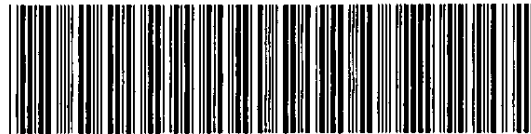
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

FF \$50.00



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DIVISION OF CORPORATIONS  
10 JUN 28 PM 2:46

KD/last

B. T. T. JUN 29 2010

**Angela Ballisty**  
2021 Cedars Rd., Ste 100  
Lawrenceville, GA 30043  
770-963-2600  
aballisty@ambientaircorp.com

April 5, 2010

Ms. Brenda Tadlock  
Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Your Letter Number 310A00006648  
Assignment of Trademarks T00000000827 and T04000000220

Dear Ms. Tadlock:

Enclosed for filing, please find an original Assignment of Mark Registration for the assignment of Registered Trademark T00000000827 (Comfort Creature and design of creature with gargoyle/monster-type appearance) from Peaden Air Conditioning, Inc. to Peaden Air Conditioning, LLC, its successor by merger. Also enclosed are the relevant merger documents to evidence the assent of the assignor. I am enclosing a check in the amount of \$50.00 for your fee. Please forward a certificate and letter of acknowledgement to Robert Wilkos at the address set forth on the Cover Letter.

Also enclosed for filing, please find an original Assignment of Mark Registration for the assignment of Registered Trademark T04000000220 (25 Hours a Day, 8 Days a Week) from Peaden Air Conditioning, Inc. to Peaden Air Conditioning, LLC, its successor by merger. I have enclosed an additional copy of the relevant merger documents to evidence the assent of the assignor for this Assignment as well. I am also enclosing a check in the amount of \$50.00 for your fee. Please forward a certificate and letter of acknowledgement to Robert Wilkos at the address set forth on the Cover Letter.

Thank you in advance for your assistance in this matter. Please do not hesitate to contact me at (770) 963-2600 if you have any questions.

Sincerely,

  
Angela Ballisty

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** 25 Hours a Day, 8 Days a Week  
(Name of Mark to be assigned)

Dear Sir or Madam:

The enclosed Mark Assignment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert Wilkos

(Name of Person)

Peaden Air Conditioning, LLC

(Firm/Company)

618 West Baldwin Road

(Address)

Panama City, FL 32405

(City/State and Zip Code)

For further information concerning this matter, please call:

Robert Wilkos at ( 850 ) 872-1004

(Name of Person)

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**FILING FEE: \$50 per class**

## ASSIGNMENT OF MARK REGISTRATION

1. The mark to be assigned is: 25 Hours a Day, 8 Days a Week
2. Registration Number: T04000000220
3. (a) Assignor's name: Peaden Air Conditioning, Inc.

(b) Assignor's Business Address: 618 West Baldwin Rd.

Panama City, FL 32405  
City/State/Zip

If Different, Assignor's Mailing Address: \_\_\_\_\_

City/State/Zip

4. (a) Assignee's name: Peaden Air Conditioning, LLC

(b) Assignee's Business Address: 618 West Baldwin Rd.

Panama City, FL 32405  
City/State/Zip

If Different, Assignee's Mailing Address: \_\_\_\_\_

City/State/Zip

(c) Assignee's telephone number: ( 850 ) 872-1004

☐ Individual ☐ Corporation ☐ Joint Venture ☒ Limited Liability Company  
☐ General Partnership ☐ Limited Partnership ☐ Union ☐ Other: \_\_\_\_\_

If other than an individual,  
(1) Florida registration/ document number: M07000006960 (2) Domicile State: Delaware  
(3) Federal Employer Identification Number: 26-2317664

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DIVISION OF CORPORATIONS  
10 JUN 28 PM 2:44

5. All right, title and interest in and to said mark, together with the good will of the business in which the mark is used (or that part of the good will of the business connected with the use of and symbolized by the mark) is hereby

assigned by Peaden Air Conditioning, Inc. to Peaden Air Conditioning, LLC  
(the Assignor) (the Assignee)

6. Assignor's Signature: \_\_\_\_\_

By See Attached Certificate of Merger for Signatures  
(Typed or Printed Name of Person Signing Above)

On this 23<sup>rd</sup> day of JUNE, 2010, Comp. wrong section  
personally appeared before me, Cheryl A Stewart

☒ who is personally known to me ☐ whose identity I proved on the basis of \_\_\_\_\_

(Notary Seal)

Cheryl A Stewart  
Signature of Notary Public

NOTARY PUBLIC-STATE OF FLORIDA  
Cheryl A. Stewart  
Commission # DD941175  
Expires: NOV. 18, 2013  
BONDED THRU ATLANTIC BONDING CO., INC.

7. Assignee's Signature: Robert E Wilkos

By Robert Wilkos, Vice President  
(Typed or Printed Name of Person Signing Above)

On this 23<sup>rd</sup> day of JUNE, 2010, Robert Wilkos, Vice President of Peaden Air Conditioning, LLC  
personally appeared before me,

☒ who is personally known to me ☐ whose identity I proved on the basis of \_\_\_\_\_

(Notary Seal)

Cheryl A Stewart  
Signature of Notary Public

NOTARY PUBLIC-STATE OF FLORIDA  
Cheryl A. Stewart  
Commission # DD941175  
Expires: NOV. 18, 2013  
BONDED THRU ATLANTIC BONDING CO., INC.

FILING FEE: \$50 per class  
Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

# State of Florida



## Department of State

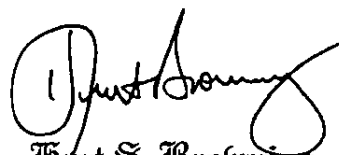
I certify the attached is a true and correct copy of Articles of Merger, filed on March 28, 2008, as shown by the records of this office.

The document number of the surviving entity is M07000006960.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Second day of April, 2008



CR2EO22 (01-07)

  
Kurt S. Browning  
Secretary of State

**ARTICLES OF MERGER**  
**OF**  
**PEADEN AIR CONDITIONING, INC.**  
a Florida corporation,  
  
with and into  
  
**PAC MERGER CO., LLC**  
a Delaware limited liability company

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08 MAR 28 AM 10:32

Pursuant to Section 607.1109 of the Florida Business Corporation Act ("FBCA"), it is hereby certified, on behalf of each of the constituent entities herein named as follows:

I.

The names of each of the constituent entities to the merger are Peaden Air Conditioning, Inc., a corporation organized and existing under the laws of the State of Florida ("CORP"), and PAC Merger Co., LLC, a limited liability company organized and existing under the laws of the State of Delaware ("LLC").

II.

CORP shall merge with and into LLC (the "Merger"), and LLC will be the surviving entity (the "Surviving Company").

III.

Upon the effectiveness of the Merger, the certificate of formation of LLC in effect immediately prior to the filing of these Articles of Merger, as amended pursuant to the Agreement and Plan of Merger, shall be the certificate of formation of the Surviving Company, except that the First Paragraph of such Certificate of Formation shall be amended in its entirety to read as follows:

"FIRST. The name of the limited liability company formed hereunder is Peaden Air Conditioning, LLC."

IV.

That the name of the surviving entity of the merger is PAC Merger Co., LLC, a Delaware limited liability company.

V.

An executed copy of the Agreement and Plan of Merger is attached hereto as Exhibit A to

these Articles.

VI.

Pursuant to Section 607-1103 of the FBCA, approval of the Merger was obtained from the board of directors and sole shareholder of CORP.

VII.

Pursuant to Section 18-209(b) of the Delaware Limited Liability Company Act, approval of the Merger was obtained from the manager and sole member of LLC.

VIII.

The LLC survives the merger and may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the surviving entity arising from the merger, including any suit or other proceeding to enforce the right of any dissenting shareholder of CORP pursuant to the provisions of the FBCA, and it does hereby irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Florida is the LLC's principal office at 620 West Baldwin Road, Panama City, Florida 32405 until the LLC shall have hereafter designated in writing to the said Secretary of State of Florida a different address for such purpose. Further, the LLC, as the surviving entity, has agreed to promptly pay to the any dissenting shareholders of CORP the amount, if any, such dissenting shareholder is entitled under Section 607.1302 of the FBCA.

IX.

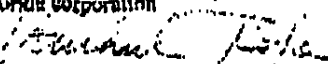
These Articles of Merger shall become effective at 12:01am, EST, on March 31, 2008 after filing with the Secretary of State of the State of Florida; provided, however, for accounting purposes only shall be effective as of 12:01 am EST on January 1, 2008.

(Signature Page Follows)

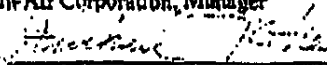
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The undersigned have caused these Articles of Merger to be executed as of this  
28 day of March, 2008.

**PEADEN AIR CONDITIONING, INC.,**  
a Florida corporation

By:   
Michael W. Rober  
Its: Chairman

**PAC MERGER CO., LLC,**  
a Delaware limited liability company

By: Ambient Air Corporation, Manager  
By:   
Michael W. Rober  
Its: President and Chief Executive  
Officer

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DIVISION OF CORPORATIONS  
08 MAR 28 AM 10:32

[Signature Page for PAC Articles of Merger-PLA]

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PAGE 10/28

Exhibit A - Agreement and Plan of Merger

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DIVISION OF CORPORATIONS  
08 MAR 28 AM 10:32

**AGREEMENT AND PLAN OF MERGER  
OF**

**PEADEN AIR CONDITIONING, INC.,** - L71742  
a Florida corporation,

with and into

**PAC MERGER CO., LLC,** - M07000006960  
a Delaware limited liability company

This Agreement and Plan of Merger (this "Agreement"), dated March 28, 2008, is made by and between Peaden Air Conditioning, Inc., a Florida corporation ("CORP"), and PAC Merger Co., LLC, a Delaware limited liability company ("LLC") (collectively, CORP and LLC are referred to as the "Constituent Entities").

**REGITALS**

A. CORP is a corporation organized and existing under the laws of the State of Florida, and as of the date hereof, two hundred fifty (250) shares of the common stock of CORP are issued and outstanding.

B. LLC is a limited liability company organized and existing under the laws of the State of Delaware, and as of the date hereof, the sole shareholder of CORP is the sole member of LLC.

C. The board of directors and sole shareholder of CORP have determined that it is advisable and in the best interests of CORP that it merge with and into LLC upon the terms and conditions herein provided.

D. The sole manager and sole member of LLC has determined that it is advisable and in the best interests of LLC that CORP be merged with and into it upon the terms and conditions herein provided.

E. The board of directors and sole shareholder of CORP and the sole manager and sole member of LLC have approved this Agreement and deem it advisable to consummate the transactions provided for herein pursuant to which CORP will merge with and into LLC.

**AGREEMENT**

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, CORP and LLC hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 MAR 28 AM 10:32

**ARTICLE I****THE MERGER**

**Section 1.1 Merger.** In accordance with the provisions of this Agreement, the Florida Business Corporation Act ("FBCA") and the Delaware Limited Liability Company Act ("DLLCA"), CORP shall be merged with and into LLC (the "Merger"), and LLC shall be the surviving entity (the "Surviving Company"). On the Effective Date (as hereinafter defined), the name of the Surviving Company shall become "Peadar Air Conditioning, LLC." Its address shall be 620 West Baldwin Road, Panama City, Florida 32405.

**Section 1.2 Filing and Effectiveness.** The Merger shall become effective at 12:01 am, EST, on March 31, 2008, provided, however, the Merger shall become effective solely for accounting purposes on 12:01 am, EST, on January 1, 2008 (the "Effective Date") following completion of the following actions:

(a) this Agreement and the Merger shall have been adopted and approved by the sole shareholder of CORP and the sole member of LLC in accordance with the requirements of the FBCA and the DLLCA, respectively;

(b) all of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) appropriate Articles of Merger meeting the requirements of Section 607-1109 of the FBCA shall have been filed with the Department of State of the State of Florida; and

(d) an appropriate Certificate of Merger meeting the requirements of Section 18-209 of the DLLCA shall have been filed with the Secretary of State of the State of Delaware.

**Section 1.3 Effect of the Merger.** On the Effective Date, the separate existence of CORP shall cease, and LLC, as the Surviving Company, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date; (ii) shall be subject to all actions previously taken by its manager and CORP's board of directors; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of CORP; (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of CORP in the same manner as if LLC had itself incurred them, all as more fully provided under the applicable provisions of the DLLCA.

**ARTICLE II****ORGANIZATIONAL DOCUMENTS, MANAGERS AND OFFICERS**

**Section 2.1 Certificate of Formation.** The Certificate of Formation of LLC as in effect immediately prior to the Effective Date shall be the Certificate of Formation of the

Surviving Company, except the First Paragraph of the Certificate of Formation shall be amended in its entirety to read as follows:

FIRST. The name of the limited liability company formed hereunder is Peadar Air Conditioning, LLC.

The Certificate of Formation, as amended, shall remain the Certificate of Formation of LLC until the same shall be altered, amended and repealed as therein provided.

Section 2.2 Operating Agreement. The Operating Agreement of LLC as in effect immediately prior to the Effective Date shall be and remain the Operating Agreement of LLC.

Section 2.3 Managers and Officers.

(a) Upon the Effective Date, the manager of the Surviving Company shall be Ambient Air Corporation, and such manager shall serve for such term of office as is in accordance with the Operating Agreement of the Surviving Company. The business address of such manager is 620 West Baldwin Road, Panama City, Florida 32405.

(b) Upon the Effective Date, Michael Peadar shall serve as President, Kevin Dean shall serve as Vice President, Chief Financial Officer and Secretary, and H. Clint Daws, II shall serve as Assistant Secretary of the Surviving Company and each shall serve in such capacities until his successors have been duly elected and qualified, or until his earlier death, resignation or removal.

ARTICLE III

MANNER OF CONVERSION OF SHARES

Section 3.1 Exchange of CORP Shares. Upon the Effective Date, all of the shares of common stock of CORP., issued and outstanding immediately prior thereto, shall be exchanged for a one hundred percent membership interest in LLC by virtue of the Merger, such that immediately following the Effective Date, the sole shareholder of CORP shall hold a one hundred percent membership interest in LLC. Upon the Effective Date, each share of common stock of CORP, issued and outstanding immediately prior thereto, shall be canceled by virtue of the Merger and without any action by the Constituent Entities, the holder of such shares or any other person.

**ARTICLE IV****GENERAL PROVISIONS**

**Section 4.1 Further Assurances.** From time to time, as and when required by LLC or by its successors or assigns, there shall be executed and delivered on behalf of CORP such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by LLC the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of CORP and otherwise to carry out the purposes of this Agreement, and the officers and directors of CORP are fully authorized in the name and on behalf of CORP or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

**Section 4.2 Abandonment.** At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the board of directors of CORP or the sole manager of LLC, notwithstanding the approval of this Agreement by the shareholders of CORP or the sole member of LLC, or by both.

**Section 4.3 Registered Office.** The registered office of the Surviving Company in the State of Florida is located at 620 West Baldwin Road, Panama City, Florida 32405.

**Section 4.4 Agreement.** Executed copies of this Agreement will be on file at the principal place of business of the Surviving Company at its registered office, and copies thereof will be furnished to any shareholder or member, as the case may be, of either Constituent Entities, upon request and without cost.

**Section 4.5 Governing Law.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

**Section 4.6 Counterparts.** In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

(Signature page follows)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 MAR 28 AM 10:32

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Agreement to be executed by its duly authorized officer as of the 28 day of March, 2008.

**PEADEN AIR CONDITIONING, INC.**  
a Florida corporation

By: [Signature]

Michael W. Roher

Its: Chairman

**PAC MERGER CO., LLC.**  
a Delaware limited liability company

By: Ambient Air Corporation Manager

By: [Signature]

Michael W. Roher

Its: President and Chief Executive Officer

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[Signature Page of PAC Agreement and Plan of Merger]

# Delaware

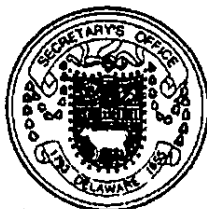
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PEADEN AIR CONDITIONING, INC.", A FLORIDA CORPORATION,  
WITH AND INTO "PAC MERGER CO., LLC" UNDER THE NAME OF  
"PEADEN AIR CONDITIONING, LLC", A LIMITED LIABILITY COMPANY  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF  
MARCH, A.D. 2008, AT 6:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
MARCH, A.D. 2008, AT 12:01 O'CLOCK A.M.



4435831 8100M

080371704

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6488512

DATE: 03-31-08

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:23 PM 03/28/2008  
FILED 06:05 PM 03/28/2008  
SRV 080371704 - 4435831 FILE

**CERTIFICATE OF MERGER**

**OF**

**PEADEN AIR CONDITIONING, INC.**  
a Florida corporation,

with and into

**PAC MERGER CO., LLC**  
a Delaware limited liability company

Pursuant to Section 18-209(c) of the Delaware Limited Liability Company Act ("DLLCA"), the undersigned limited liability company DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation or formation, as the case may be, of each of the constituent entities of the merger is as follows:

| NAME                          | STATE OF FORMATION |
|-------------------------------|--------------------|
| Peaden Air Conditioning, Inc. | Florida            |
| PAC Merger Co., LLC           | Delaware           |

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 18-209(b) of the DLLCA.

THIRD: That the Certificate of Formation of PAC Merger Co., LLC, a Delaware limited liability company, which is the surviving entity of the merger, shall be the Certificate of Formation of the surviving limited liability company, except that the First Paragraph of such Certificate of Formation shall be amended in its entirety to read as follows:

"FIRST. The name of the limited liability company formed hereunder is Peaden Air Conditioning, LLC."

FOURTH: That the name of the surviving entity of the merger is PAC Merger Co., LLC, a Delaware limited liability company, and the name will be changing to Peaden Air Conditioning, LLC.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving limited liability company, the address of which is 620 West Baldwin Road, Panama City, Florida 32405.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any shareholder or member of either constituent entity.

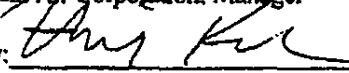
SEVENTH: That this Certificate of Merger shall become effective at 12:01am, EST, on March 31, 2008 after filing with the Secretary of the State of Delaware; provided, however for accounting purposes only, shall be effective as of 12:01am EST on January 1, 2008.

(Signature Page Follows)

Dated: March 28 2008

PAC MERGER CO., LLC

By: Ambient Air Corporation Manager

By:   
Michael W. Roher

Its: President and Chief Executive Officer

[Signature Page of PAC Certificate of Merger-DE]