

455281

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

600002928376--3
-07/12/99-01077-014
*****70.00 *****70.00

CORPORATION(S) NAME

Johnson Controls World Services, Inc. (FL)
merging: Johnson Controls Engineering, Inc. (WI)

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <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 | | |

99 JUL 12 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

07/12/99

Merger
G. COULLETTE JUL 13 1999

99 JUL 12 PM 11:10
RECEIVED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 13, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: JOHNSON CONTROLS WORLD SERVICES INC.
Ref. Number: 455281

We have received your document for JOHNSON CONTROLS WORLD SERVICES INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You must remove the comma from the corporate name throughout the document in order for it to be showing the exact name on our records. Please make corrections and return for filing.

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: 999A00035890

Please Back-Date

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

59 JUL 13 PM 1:37

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JOHNSON CONTROLS ENGINEERING, INC., a Wisconsin corporation not qualified

INTO

JOHNSON CONTROLS WORLD SERVICES INC., a Florida corporation, 455281.

File date: July 12, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
(Merger of subsidiary corporations)

The following plan of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1104,F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation

First: The name and jurisdiction of the parent corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Johnson Controls World Services Inc.	Florida

Second: The name and jurisdiction of the merging subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Johnson Controls Engineering, Inc.	Wisconsin

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on July 1, 1999.

Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 28, 1999, and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the board of directors of the merging corporation on June 28, 1999, and shareholder approval was not required.

Seventh: Conversion and Exchange of Shares:

Pursuant to the Plan of Merger, the manner of converting and exchanging the shares shall be as follows:


Upon the effective date of the Merger, the 100 shares of Voting Common Stock, \$1.00 par value of the Merging Subsidiary Corporation, which shares are the only shares of the Merging Subsidiary Corporation issued and outstanding, shall, by virtue of the Merger and without any action on the part of the holder thereof, be retired and cancelled, and no shares of stock of the Surviving Parent Corporation shall be issued in exchange therefore.

99 JUL 12 PM 4:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

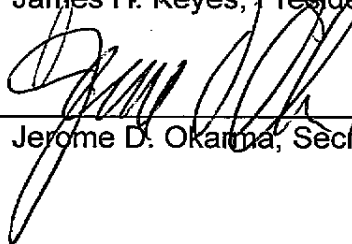
Each share of Common Stock of the Surviving Parent Corporation issued and outstanding or in the treasury of the Surviving Parent Corporation on the effective date of the Merger shall continue to be one share of Common Stock of the Surviving Parent Corporation.

IN WITNESS WHEREOF each of the undersigned corporations has caused these articles of merger to be executed at Milwaukee, Wisconsin, in its name by its president or vice president and secretary or assistant secretary as of the 28th day of June, 1999.

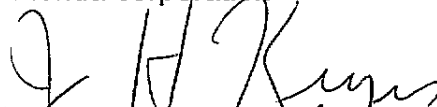
JOHNSON CONTROLS ENGINEERING, INC.
a Wisconsin Corporation

By: 
James H. Keyes, President

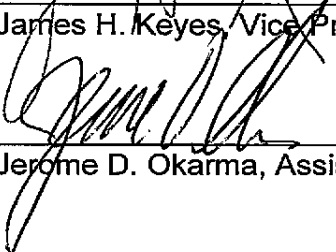
[Corporate Seal]

By: 
Jerome D. Okarma, Secretary

JOHNSON CONTROLS WORLD SERVICES
INC., a Florida corporation

By: 
James H. Keyes, Vice President

[Corporate Seal]

By: 
Jerome D. Okarma, Assistant Secretary

PLAN OF MERGER
BETWEEN
JOHNSON CONTROLS ENGINEERING, INC.
AND
JOHNSON CONTROLS WORLD SERVICES, INC.

PLAN OF MERGER (hereinafter called "this Agreement"), dated as of July 1, 1999, by and between JOHNSON CONTROLS ENGINEERING, INC. (hereinafter called "the Merging Subsidiary Corporation"), a Wisconsin corporation, and JOHNSON CONTROLS WORLD SERVICES INC. (hereinafter called "the Surviving Parent Corporation"), a Florida corporation (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporation").

WHEREAS, the authorized capital stock of the Merging Subsidiary Corporation consists of 1,000 shares of Voting Common Stock with a par value of \$1.00 per share, of which 100 shares are issued and outstanding, and all of such issued and outstanding shares are held by the Surviving Parent Corporation; and

WHEREAS, the authorized capital stock of the Surviving Parent Corporation consists of 5,000 shares of Voting Common Stock with a par value of \$1.00, of which 5,000 shares are issued and outstanding; and

WHEREAS, the respective Board of Directors of the Merging Subsidiary Corporation and the Surviving Parent Corporation on July 1, 1999, deem it advisable and for the general welfare and advantage of the Merging Subsidiary Corporation and the Surviving Parent Corporation that the Merging Subsidiary Corporation be merged into the Surviving Parent Corporation pursuant to this Agreement and the applicable provisions of the laws of the State of Wisconsin and the State of Florida;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of Wisconsin and the State of Florida, that the Merging Subsidiary Corporation shall be merged into the Surviving Parent Corporation, which shall continue its corporate existence and be the Surviving Corporation, and the terms and conditions of the merger hereby agreed upon (hereinafter called the "Merger") which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereinafter set forth:

ARTICLE I

Merger

Upon the date herein designated as the effective date of the Merger (hereinafter referred to as the "effective date of the Merger"), the separate existence of the Merging Subsidiary Corporation shall cease and the Merging Subsidiary Corporation shall be merged into the Surviving Parent Corporation. The effective date of the Merger is hereby designated as the close of business on July 1, 1999.

ARTICLE II

Name: Articles of Incorporation: Bylaws

The name of the Surviving Parent Corporation shall remain Johnson Controls World Services, Inc. The Articles of Incorporation and the Bylaws of the Surviving Parent Corporation as then in effect shall on the effective date of the Merger become the Articles of Incorporation and the Bylaws of the Surviving Parent Corporation. There shall be no changes to Articles of Incorporation or Bylaws of the Surviving Parent Corporation.

ARTICLE III

Directors and Officers

The Directors of the Surviving Parent Corporation on the effective date of the Merger shall be the directors of the Surviving Parent Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by laws and the Bylaws of the Surviving Parent Corporation, the officers of the Surviving Parent Corporation on the effective date of the Merger shall be the officers of the Surviving Parent Corporation.

ARTICLE IV

Conversion and Exchange of Shares

The manner of converting and exchanging the shares of each of the Merging Subsidiary Corporation and the Surviving Parent Corporation shall be as follows:

1. Upon the effective date of the Merger, the 100 shares of Voting Common Stock, \$1.00 par value, of the Merging Subsidiary Corporation, which shares are the only shares of the Merging Subsidiary Corporation issued and outstanding, shall, by virtue of the Merger and without any action on the part of the holder thereof, be retired and cancelled, and no shares of stock of the Surviving Parent Corporation shall be issued in exchange therefore.
2. Each share of Common Stock of the Surviving Parent Corporation issued and outstanding or in the treasury of the Surviving Parent Corporation on the effective date of the Merger shall continue to be one share of Common Stock of the Surviving Parent Corporation.

ARTICLE V


Effect of the Merger

Upon the date when this Agreement shall become effective, the separate existence of the Merging Subsidiary Corporation shall cease, and such Constituent Corporation shall be merged into the Surviving Parent Corporation, the Surviving Parent Corporation, in accordance with the provisions of this Plan of Merger, shall possess all of the rights, privileges, powers and franchises of a public and private nature and be subject to all of the restrictions, disabilities and duties of each of the corporate parties to this Plan of Merger, and all singular rights, privileges, powers and franchises of each said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations on whatever account; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Parent Corporation as they were of the respective Constituent Corporations, and the title to any real or personal property, whether by deed or otherwise, vested in any of the corporate parties hereto, shall not revert or be in any way impaired by reason of this Merger, provided that all rights of creditors and parties to leases (assignors, assignees, subleases) and all liens upon and leases (including assignments and subleases) involving the properties of such corporate parties hereto shall be preserved unimpaired, limited in lien or lease rights to the property affected by such liens or leases immediately prior to the time of the Merger, and all debts, liabilities and duties of the Merging Subsidiary Corporation shall henceforth attach to the said Surviving Parent Corporation and be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement, pursuant to authority duly given by their respective Boards of Directors, as of the ____ day of June, 1999.


JOHNSON CONTROLS ENGINEERING, INC.
a Wisconsin Corporation

By: 
James H. Keyes, President

By: 
Jerome D. Okarma, Secretary

[Corporate Seal]

JOHNSON CONTROLS WORLD SERVICES
INC., a Florida corporation

By: 
James H. Keyes, Vice President

By: 
Jerome D. Okarma, Assistant Secretary

[Corporate Seal]