

8-18-1997 4:03PM

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FROM FIDELITY NATIONAL TITLE 941-293-3469

8/18/97

FLORIDA DIVISION OF CORPORATIONS
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4:43 PM

((H97000013607 1))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: FLOYD & SAMMONS, P.A. ACCT#: 076726003533
CONTACT: ROBERT O SAMMONS
PHONE: (941)293-3801 FAX #: (941)294-0976

NAME: A-1 ACQUISITION SUB, INC.
AUDIT NUMBER.....H97000013607
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 8
CERT. COPIES.....1 DEL.METHOD.. FAX
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

See 10/8

Merger + N/C

F97000004290

ARTICLES OF MERGER
Merger Sheet

MERGING:

A-1 AIR CONDITIONING, INC., a Florida corporation, 475553

INTO

A-1 ACQUISITION SUB, INC. which changed its name to A-1 AIR
CONDITIONING, INC., a Tennessee corporation, F97000004290

File date: October 8, 1997

Corporate Specialist: Teresa Brown

Account number: 076726003533

Account charged: 50.00

Audit Number H97000013607

FILED
97 OCT -8 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

MERGING

A-1 AIR CONDITIONING, INC.
(a Florida corporation)

with and into

A-1 ACQUISITION SUB, INC.
(a Tennessee corporation)

Pursuant to Sections 48-21-107 and 48-21-109 of the Tennessee Business Corporation Act, A-1 Acquisition Sub, Inc., a Tennessee corporation ("Surviving Corporation"), and A-1 Air Conditioning, Inc., a Florida corporation ("A-1"), hereby adopt the following Articles of Merger:

1. The attached Plan of Merger between Surviving Corporation and A-1, which is incorporated herein by reference, has been approved and adopted by each of the corporations in accordance with the provisions of Sections 48-21-104, 48-21-107 and 48-21-109 of the Tennessee Business Corporation Act and the applicable provisions of the Florida Business Corporation Act.

2. The Plan of Merger was adopted by the Board of Directors of Surviving Corporation on August 14, 1997, and duly approved by the affirmative vote of the required percentage of all of the votes entitled to be cast by the shareholders of Surviving Corporation on August 14, 1997, in accordance with the laws of the State of Tennessee; was duly approved by the Board of Directors of A-1 on August 14, 1997, and was duly approved on August 14, 1997, by a majority of all the votes entitled to be cast on the Plan of Merger by the shareholders of A-1 entitled to vote thereon in accordance with the laws of the State of Florida.

3. The Plan of Merger and the performance of the transactions contemplated thereby were duly authorized by all action required by the laws of the State of Tennessee and the State of Florida and by the Surviving Corporation's Charter and A-1's Articles of Incorporation.

THIS DOCUMENT PREPARED BY:

Donald R. Moody, Esq.
WALLER LANSDEN DORTCH & DAVIS, PLLC
511 Union Street, Suite 2100
Nashville, TN 37219
(615) 780-2852

Robert O. Sammons, Esq.
Floyd & Sammons, P.A.
1552 Sixth Street, S.E.
Winter Haven, FL 33880
Fl. Bar # 282952
(941) 293-3801

Audit Number H97000013607

4. The Plan of Merger shall be effective upon filing of these Articles of Merger with the Secretary of State of the State of Tennessee and of the State of Florida.

5. On the date of filing of these Articles of Merger, A-1 shall cease to exist as a separate corporation.

6. Upon effectiveness of the merger, the Articles of Incorporation of Surviving Corporation shall be amended to change the name of Surviving Corporation to "A-1 Air Conditioning, Inc."

(the remainder of this page has been intentionally left blank)

Audit Number H97000013607

IN WITNESS WHEREOF, each of the undersigned corporations has duly caused these Articles of Merger to be executed by their respective duly authorized officers as of this 18 day of August, 1997.

A-1 ACQUISITION SUB, INC.

By: 

Name: Alan R. Sislbeck

Title: ~~Com~~ president

A-1 AIR CONDITIONING, INC.

By: 

Name: John C. Nolan

Title: President

Audit Number H97000013607

Exhibit A

PLAN OF MERGER

WHEREAS, A-1 Acquisition Sub, Inc. ("Sub") is a corporation duly organized and validly existing under the laws of the State of Tennessee;

WHEREAS, A-1 Air Conditioning, Inc. (the "Company") is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Boards of Directors of Sub and the Company have each determined that it is advisable that the Company merge with and into Sub upon the terms and conditions herein provided (the "Merger"); and

WHEREAS, the Boards of Directors of Sub and the Company have approved an Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 14, 1997, among the Company, Sub and Service Experts, Inc., the parent corporation of Sub ("SEI");

NOW, THEREFORE, Sub and the Company hereby agree to merge into a single corporation as follows:

FIRST: The Company shall submit this Plan of Merger to its shareholders for approval pursuant to the applicable provisions under the Florida Business Corporation Act, as amended (the "Florida Act"), and Sub shall submit the Plan of Merger to its sole shareholder for approval pursuant to the applicable provisions of the Tennessee Business Corporation Act, as amended (the "Tennessee Act").

SECOND: Following the approval of the Plan of Merger by the shareholders of the Company and the sole shareholder of Sub, and provided that this Plan of Merger has not been terminated by either Sub or the Company, Sub will cause the Articles of Merger and this

Audit Number H97000013607

Plan of Merger and any other required documents to be executed and filed with the Secretary of State of the State of Florida pursuant to the applicable provisions of the Florida Act, and with the Secretary of State of the State of Tennessee pursuant to the applicable provisions of the Tennessee Act, and shall cause a copy of the Articles of Merger, certified by the respective Secretaries of State of the States of Florida and Tennessee, to be recorded in the Register's Office in the appropriate counties in Florida and Tennessee.

THIRD: The Merger shall become effective on the later of the filing of the Articles of Merger with the Secretary of State of Tennessee and the Secretary of State of Florida, such time being hereinafter referred to as the "Effective Time."

FOURTH: Pursuant to and subject to the terms and conditions of this Plan of Merger, the holders of shares of Common Stock, \$1 par value per share, of the Company ("Company Common Stock") shall be entitled to receive shares of Common Stock, \$.01 par value per share, of SEI (the "SEI Common Stock") and cash based on the following:

(a) At the Effective Time, the shares of Company Common Stock issued and outstanding immediately prior to the Effective Time, other than treasury shares to be cancelled and other than shares held by dissenting shareholders (the "Dissenting Shares"), shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive an aggregate of \$1,865,136 (the "Purchase Price"), consisting of \$466,284 in cash and certificates representing that number of shares of SEI Common Stock which is equal to \$1,398,852, divided by the Closing Price. The "Closing Price" shall equal the average of the closing sales prices of the SEI Common Stock as reported on The New York Stock Exchange for the five trading days immediately preceding the Effective Time. Each Dissenting Share shall be

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converted into the right to receive payment from SEI with respect thereto in accordance with the Florida Business Corporation Act.

(b) An aggregate of 10% of the Purchase Price shall be held in escrow pursuant to the terms and conditions of an escrow agreement.

(c) On and after the Effective Time, all of the certificates outstanding immediately prior to the Effective Time theretofore representing shares of Company Common Stock (other than Dissenting Shares) shall be deemed for all purposes to evidence ownership of and to represent the SEI Common Stock and cash into which the shares of Company Common Stock theretofore represented thereby shall have been converted. Immediately after the Effective Time and upon surrender of certificates representing the Company Common Stock, SEI shall deliver to the Company's shareholders SEI Common Stock and cash calculated in accordance with Paragraph 4(a) above. SEI will not pay any dividend or make any distribution on shares of SEI Common Stock (with a record date on or after the Effective Time) to any record holder of the Company Common Stock until the holder surrenders for exchange his certificates which represented the Company Common Stock. No fractional shares of SEI Common Stock will be issued. The Company's shareholders otherwise entitled to receive a fractional share shall be entitled to receive cash in an amount equal to such fraction multiplied by the closing sales price of SEI Common Stock as quoted on The New York Stock Exchange on the trading day immediately prior to the Closing Date, in lieu of fractional shares.

FIFTH: As of the Effective Time, the Company shall be merged with and into Sub on the terms and conditions hereinafter set forth as permitted by and in accordance with the Tennessee Act and the Florida Act. Thereupon, the separate existence of the Company shall cease, and Sub, as the surviving corporation, shall continue to exist under and be governed by

Audit Number H97000013607

the Tennessee Act, and shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of Sub and the Company, and all real property or other property of Sub or the Company shall be vested in and be the property of Sub without reversion or impairment; and all debts due to either Sub or the Company shall be vested in and be the property of Sub; and all debts, liabilities and duties of Sub or the Company shall thenceforth attach to Sub and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

SIXTH: The Charter of Sub in effect as of the Effective Time is hereby amended as follows: Article I of the Charter of Sub is amended by changing the name to "A-1 Air Conditioning, Inc."

SEVENTH: The Charter of Sub in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the sole shareholder of Sub, shall govern the surviving corporation.

EIGHTH: The Bylaws of Sub in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the sole shareholder of Sub, shall govern the surviving corporation.

NINTH: Sub and the Company, by mutual consent of their respective Boards of Directors, may amend, modify and supplement this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval hereof by the shareholders of the Company or the sole shareholder of Sub; provided, however, that no such amendment, modification or supplement shall affect the rights of the shareholders of the Company or the sole shareholder of Sub in a manner that is materially adverse to such shareholders. In addition, this Plan of Merger may be terminated and the Merger abandoned as provided in the Merger

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Agreement at any time prior to the Effective Time even though this Plan of Merger has been approved by the shareholders of Company and the sole shareholder of Sub.

Date: August 15, 1997

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. A-1 Acquisition Sub, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Tennessee 3. August 15, 1997
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 20, 1997

5. A-1 Air Conditioning, Inc.
Name of corporation after the amendment, adding suffix "corporation," "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Anthony M. Schofield
Signature

September 18, 1997
Date

Anthony M. Schofield, Secretary
Typed or printed name

September 18, 1997
Title
Secretary

H 97000013607

State of Tennessee

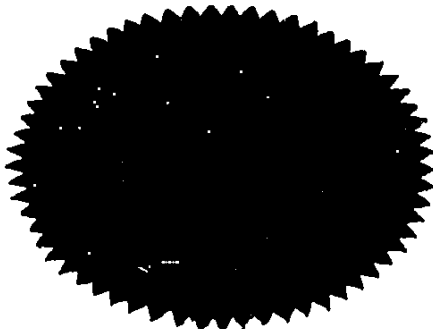


Department of State

I, RILEY C. DARNELL, Secretary of State of the State of Tennessee, do hereby certify that Articles of Merger and Plan of Merger by and between A-1 AIR CONDITIONING, INC., a Florida Corporation, and A-1 ACQUISITION SUB, INC., a Tennessee Corporation, Merging with and into a Single Corporation, A-1 ACQUISITION SUB, INC., a Tennessee Corporation, as the Surviving and Continuing Corporation, were filed in this office on August 20, 1997.

I further certify at the time of the Merger the Surviving Corporation A-1 ACQUISITION SUB, INC., a Tennessee Corporation, changed the name to:

A-1 AIR CONDITIONING, INC.



In Witness Whereof, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 20th day of August in the year of our Lord nineteen hundred ninety-seven

Riley C. Darnell
Secretary of State

by

Neal D. Harrell



Oct-08-97 10:51A

P-01

FLOYD AND SAMMONS, P.A.
ATTORNEYS AT LAW
1552 SIXTH STREET, S.E.
WINTER HAVEN, FLORIDA 33880

THOMAS C. FLOYD
ROBERT O. SAMMONS

AREA CODE 941
TELEPHONE 293-3801
FACSIMILE 294-09769

October 8, 1997

Ms. Teresa Brown
Division of Corporations

VIA FAX : (850) 922-4000
Pages: 3

Re: A-1 Acquisition Sub, Inc.
Fax Audit # H97000013607

Dear Teresa:

I am transmitting the certificate from Tennessee confirming the merger and the name change of the surviving corporation. I am also sending the Application by Foreign Profit corporation to File Amendment to Application for Authorization to transact Business in Florida regarding the name change. Please deduct any fees from Floyd & Sammons' EFIL account and confirm the final filing status by fax.

Thank you.

Sincerely yours,

Robert O. Sammons

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97 OCT -8 AM 11:07
DIVISION OF CORPORATIONS

ORIGINAL WILL.....

NOT BE SENT

fxc: Lori Lemasters 615-244-6804

F:\DOCS\LETTERS\BROWN.WPD October 8, 1997 (10:39AM)

Aug-19-97 10:41A

P:02



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1997

A-1 ACQUISITION SUB, INC.
111 WEST WOODPLACE SUITE 420
BRENTWOOD, TN 37027

SUBJECT: A-1 ACQUISITION SUB, INC.
REF: F97000004290

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The phone number of the preparer of the original document must be contained in the lower left-hand corner of the first page of the document.

The name and title of the person signing the document must be noted beneath or opposite the signature.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6908.

Teresa Brown
Corporate Specialist

FAX Aud. #: H97000013607
Letter Number: 697A00041859