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P40124

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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Morgan
Amesland Corporation
merging into:
Mac - Grant Services, Inc.

FILED
98 APR 27 PM 1:44
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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APR 27 1998

Thanks
Jeff

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98 APR 27 PM 3:29
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERIVEND CORPORATION, a Florida corporation 697294

INTO

MAC-GRAY SERVICES, INC., a Delaware corporation, P40124

File date: April 27, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
AMERIVEND CORPORATION
(Subsidiary Corporation)
INTO
MAC-GRAY SERVICES, INC.
(Parent Corporation)

FILED
98 APR 27 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

FIRST: Mac-Gray Services, Inc. is a corporation organized under the laws of the State of Delaware owning one hundred (100) percent of the shares of Amerivend Corporation, a corporation organized under the laws of the State of Florida.

SECOND: The following plan of merger was adopted by the Board of Directors of Mac-Gray Services, Inc. on April 27, 1998.

1. AMERIVEND CORPORATION, a Florida corporation, shall be merged with and into MAC-GRAY SERVICES, INC., a Delaware corporation, which shall be the surviving corporation.

2. After the effective time of the merger, each share of capital stock of the Subsidiary Corporation then outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, cease to be outstanding and shall be canceled and retired and shall cease to exist. Each share of the capital stock of the Parent Corporation outstanding prior to the merger shall remain issued and outstanding until the earlier of the redemption, cancellation or change by operation of law.

THIRD: Shareholders of the Subsidiary Corporation who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

FOURTH: The sole shareholder of the Subsidiary Corporation waived the mailing requirement of the copy of the plan of merger by the Parent Corporation.

FIFTH: The effective date of the Articles of Merger is April 27, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Mac-Gray Services, Inc. and Amerivend Corporation by each of their authorized officers as of this 27h day of April, 1998.

MAC-GRAY SERVICES, INC.
a Delaware corporation

By: Stewart MacDonald
Name: Stewart G. MacDonald, Jr.
Title: President

By: PAF
Name: Patrick A. Flanagan
Title: Secretary

AMERIVEND CORPORATION
a Florida corporation

By: Stewart MacDonald
Name: Stewart G. MacDonald, Jr.
Title: President

By: PAF
Name: Patrick A. Flanagan
Title: Secretary

PLAN OF MERGER OF
AMERIVEND CORPORATION, a Florida corporation
(the "Subsidiary")
AND
MAC-GRAY SERVICES, INC., a Delaware corporation
(the "Parent")
April 27, 1998

WHEREAS, the Subsidiary is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Parent is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on December 20, 1991 pursuant to the filing of a Certificate of Incorporation with the Secretary of State of Delaware; and

WHEREAS, the Subsidiary is a wholly-owned subsidiary of the Parent; and

WHEREAS, the Parent deems it desirable, upon the terms herein stated, that the Subsidiary be merged with and into the Parent and that the Parent be the surviving corporation; and

WHEREAS, the Board of Directors of the Parent has adopted and approved this Plan of Merger.

NOW, THEREFORE:

Section 1 - Terms

1.1 At the effective time of the merger (as hereinafter defined), the Subsidiary shall be merged with and into the Parent in accordance with the Delaware General Corporation Law and the Florida Business Corporation Act, as amended (the "Act"), with the Parent remaining in existence as the surviving corporation.

1.2 As of the effective time of the merger:

(a) The Certificate of Incorporation of the Parent shall remain in effect until further amended in accordance with the terms thereof.

(b) Each share of capital stock of the Subsidiary then outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, cease to be outstanding and shall be canceled and retired and shall cease to exist.

(c) Each share of capital stock of the Parent outstanding prior to the merger shall remain issued and outstanding until the earlier of the redemption, cancellation or change by operation of law.

(d) The Directors of the Parent as of the effective time of the merger shall continue in office as Directors of the Parent until their successors are duly elected and qualified or until their earlier resignation or removal.

(e) The officers of the Parent as of the effective time of the merger shall continue in office as officers of the Parent until their successors are duly elected and qualified or until their earlier resignation or removal.

1.3 Shareholders of the Subsidiary who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Section 2 - Effective Time

2.1 If this Plan of Merger is not terminated as contemplated by Section 3, a Certificate of Ownership and Merger, executed in accordance with the law of the State of Delaware, and Articles of Merger, executed in accordance with the law of the State of Florida, shall be filed with the Office of the Secretary of State of the State of Delaware and the Office of the Secretary of State of the State of Florida, respectively. The merger shall become effective on the completion of both such filings, herein sometimes referred to as the “effective time of the merger.”

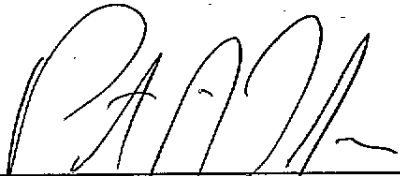
Section 3 - Amendment and Termination

3.1 At any time prior to the filing of the Certificate of Ownership and Merger with the Office of the Secretary of State of the State of Delaware and the filing of the Articles of Merger with the Office of the Secretary of State of the State of Florida, this Plan of Merger may be amended by the Board of Directors of the Parent to the extent permitted by Delaware and Florida law.

3.2 At any time prior to the filing of the Certificate of Ownership and Merger with the Office of the Secretary of State of the State of Delaware and the filing of the Articles of Merger with the Office of the Secretary of State of the State of Florida, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Parent.

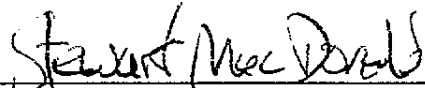
IN WITNESS WHEREOF, each of the Parent and the Subsidiary have caused this Plan of Merger to be executed and its corporate seal affixed as of the date first above written.

ATTEST:



Name: Patrick A. Flanagan
Title: Secretary


MAC-GRAY SERVICES, INC.
a Delaware corporation

By: 

Name: Stewart G. MacDonald, Jr.
Title: President

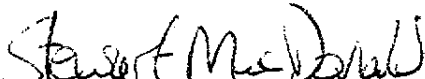
Acknowledged and Agreed:

ATTEST:



Name: Patrick A. Flanagan
Title: Secretary

AMERIVEND CORPORATION,
a Florida corporation

By: 

Name: Stewart G. MacDonald, Jr.
Title: President

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