

WHEREAS, the Boards of Directors and Stockholders of each of the Constituent Corporations deem it advisable for their general welfare and advantage that they merge into a single surviving corporation under the laws of the State of South Carolina, and that said surviving and continuing corporation shall not be a new corporation but shall be Services, one of the Constituent Corporations, and its corporate existence as a continuing corporation under the laws of the State of South Carolina shall not be affected in any manner by reason of the merger as set forth herein (hereinafter called the "Merger");

WHEREAS, the ownership of each of the Constituent Corporations is identical in that all are wholly owned subsidiaries of Wometco Enterprises, Inc., a Florida corporation;

NOW, THEREFORE, in consideration of the premises, the parties hereto agree, in accordance with the provisions of Chapter 1.10 of the Business Corporation Act of the State of South Carolina, that the Constituent Corporations shall be, and they hereby are, merged into a single corporation, namely Services (herein sometimes referred to as the "Surviving Corporation"); and that the Constituent Corporations other than the Surviving Corporation will sometimes hereinafter be referred to as the "Merging Corporations" and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting the shares of the Constituent Corporations (the "Plan of Merger") shall be as hereinafter set forth:

ARTICLE I

Corporate Existence of Surviving Corporation

A. Upon the Merger becoming effective, the separate existence of the Merging Corporations shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of South Carolina; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, as well of a public as of the private nature, and all debts due the Merging Corporations, on whatever account, and other choses

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