

02-18-2004

FORM PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 05/31/02)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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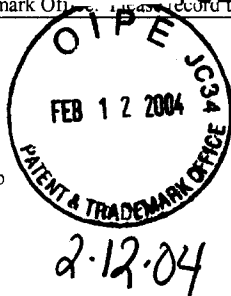
To the Director of the United States Patent and Trademark Office, record the attached original documents or copy thereof.

1. Name of conveying party(ies):

American Mechanical Services of Colorado, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation - Delaware
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No



2. Name and address of receiving party(ies):

Name: American Mechanical Services of Houston, Inc.

Address: 860 Ridge Lake Boulevard
Memphis, Tennessee 38120

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: July 11, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,498,946 - SERVICE EXPRESS & DESIGN

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed.

P. Jay Hines
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
1940 Duke Street
Alexandria, Virginia 22314
OSMMN Ref: 228617US

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2014
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

P. Jay Hines

Name of Person Signing

Signature

February 12, 2004
Date

Total number of pages, including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:

Director of the United States Patent and Trademark Office
Mail Stop Assignment Recordation Services
Alexandria, Virginia 22313

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AGREEMENT/PLAN OF MERGER

AGREEMENT/PLAN OF MERGER dated this 30th day of June, 2000, pursuant to every applicable Business Corporation Act or General Corporation Law, between American Mechanical Services of Houston, Inc., a Delaware corporation, and the corporations set forth on Exhibit "A" attached hereto and incorporated herein by reference.

WHEREAS, all of the constituent corporations desire to merge into a single corporation, as hereinafter specified.

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follow:

FIRST: The name of each corporation planning to merge is:

American Mechanical Services of Houston, Inc., a Delaware corporation
("Houston")
The corporations set forth on Exhibit "A" attached hereto and incorporated herein by reference ("Sister Companies")

SECOND: The name of the surviving corporation is:

American Mechanical Services of Houston, Inc., a Delaware corporation

THIRD: The terms and conditions of the merger are that, pursuant to the Delaware General Corporation Law and every applicable Business Corporation Act or General Corporation Law, the Sister Companies shall be merged with and into Houston (the "Merger"), and Houston shall survive the Merger (the "Surviving Corporation"); the corporate charter of the Surviving Corporation shall be that of Houston immediately prior to the Merger; and the separate existence and corporate organization of the Sister Companies shall cease. Title to all properties, real, personal and mixed, tangible and intangible, owned by the Sister Companies shall be vested in Houston at the time; and all other assets and all liabilities of the Sister Companies shall become assets and liabilities of Houston at that time.

FOURTH: The manner and basis of converting the shares of the capital stock of the Sister Companies into shares, bonds or other securities of the Surviving Corporation or into cash or other property, in whole or in part, is as follows:

(1) All of the outstanding shares of common stock of the Sister Companies shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled.

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(2) All of the outstanding shares of common stock of Houston shall, by virtue of the Merger and without any action on the part of the holder thereof, remain outstanding as shares of the Surviving Corporation and shall be unaffected by the merger.

(3) Any and all shares of the Sister Companies held as treasury shares by the Sister Companies shall be canceled and retired, and no consideration shall be issued in exchange therefor.

(4) No fractional shares of Houston common stock will be issued as a result of the Merger.

FIFTH: There are no amendments or changes to be made in the charter of the Surviving Corporation as a result of the Merger.

IN WITNESS THEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused these presents to be executed hereto as the respective act, deed and agreement of each said corporation, on the date first written herein.

AMERICAN MECHANICAL SERVICE OF HOUSTON, INC., a Delaware corporation

By: [Signature]
Lawrence L. Mariano, III, President

SISTER COMPANIES (See Exhibit "A")

By: [Signature]
Lawrence L. Mariano, III, President

Attest:
[Signature]
Libbie K. Patterson, Secretary

EXHIBIT "A"

<u>Name</u>	<u>State of Incorporation</u>
1. ^{DPC 19971065570} American Mechanical Services of Colorado, Inc. ^{NOG}	Colorado
2. ^{NQ} AMS American Mechanical Services of Maryland, Inc.	Maryland

ARTICLES OF MERGER

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. A Plan of Merger has been duly adopted providing for the merger of American Mechanical Services of Colorado, Inc. and American Mechanical Services of Houston, Inc. resulting in American Mechanical Services of Houston, Inc. being the survivor. The Plan of Merger is set forth herein as Exhibit "A".

NC 19971065570 NC 63
NO (survivor)

2. Complete the following information with respect to each corporation party to the merger.

FILED
DONETTA DAVIDSON
SECRETARY OF STATE
COLORADO

(a) Shareholder approval of the plan of merger was not required.

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4. Complete the following if the survivor is a foreign corporation.

07-14-2000 11:43:22

The surviving corporation is organized under the laws of the State of Delaware and the address of its principal office is 860 Ridge Lake Blvd., Memphis, TN 38120.

Dated: 7-11-00

American Mechanical Services of Colorado, Inc.

By: *Robert F. Beckmann*
Robert F. Beckmann
Secretary

American Mechanical Services of Houston, Inc.

By: *Robert F. Beckmann*
Robert F. Beckmann
Secretary

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