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FRONTRV & M. P.A.

(305) 373-6036

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Division of Corporations

**L08000064543**

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**MERGER OR SHARE EXCHANGE**

**ULTIMATE WATER FINANCE, LLC**

Certificate of Status	0
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EXAMINER

FAX AUDIT NUMBER: H08000165812 3

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**CERTIFICATE OF MERGER OF  
ULTIMATE WATER FINANCE, LLC**  
(a Florida limited liability company)

and

**UWL1, LLC**  
(a Florida limited liability company)

The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ultimate Water Finance, LLC	Florida	limited liability company - L0800006454
UWL1, LLC	Florida	limited liability company - L06000113545

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ultimate Water Finance, LLC	Florida	limited liability company

**THIRD:** The plan of merger attached as Exhibit A was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

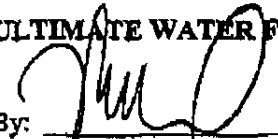
**FOURTH:** The merger is permitted under the laws of the state of Florida all applicable jurisdictions and is not prohibited by the operating agreement of any limited liability company that is a party to the merger.

**FIFTH:** The merger shall become effective at 5:00 p.m. EST on the date the Articles of Merger are filed with Florida Department of State.

IN WITNESS WHEREOF, the undersigned has signed their names and affirmed that the statements herein are true, under penalties of perjury, this 3<sup>rd</sup> day of July 2008.

ULTIMATE WATER FINANCE, LLC,

UWL1, LLC,

By:   
Name: Robert A. Hammond, Jr.  
Title: Managing Member

By:   
Name: Robert A. Hammond, Jr.  
Title: Managing Member

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EXHIBIT A

**PLAN OF MERGER**

The following plan of merger is submitted in compliance with section section 608.4381, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

**FIRST:** The name and jurisdiction of each merging entity is:

<u>Name</u>	<u>Jurisdiction</u>
Ultimate Water Finance, LLC ("UW Finance")	Florida
UWL1, LLC ("UWL1")	Florida

**SECOND:** The name and jurisdiction of the surviving entity is:

<u>Name</u>	<u>Jurisdiction</u>
Ultimate Water Finance, LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows: As of the effective time of the filing of the Articles of Merger, UWL1 shall be merged with and into UW Finance, the separate corporate existence of UWL1 shall cease and UW Finance shall continue as the surviving entity.

**FOURTH:** The manner and basis of converting the interests of the members of UWL1 into membership interests, obligations or other securities of UW Finance, the surviving entity, or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire membership interests of UWL1 into rights to acquire membership interests of the surviving entity or, in whole or in part, into cash or other property are as follows:

The membership interests of UWL1 shall be converted into proportionate membership interests in UW Finance (the "Survivor Interests"). The Survivor Interests shall be subject to the identical restrictions and benefits as the membership interests of UWL1.

IN WITNESS WHEREOF, said entities to this merger have caused this Plan of Merger to be signed this 3<sup>rd</sup> day of July 2008.

ULTIMATE WATER FINANCE, LLC,

UWL1, LLC,

By:   
Name: Robert A. Hammond, Jr.  
Title: Managing Member

By:   
Name: Robert A. Hammond, Jr.  
Title: Managing Member

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