

To: FL Dept. of State
Subject: 000399.121382
Division of Corporations

477129

Front State Version

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

000399.121382

L. SELLERS

MAR 15 2010

EXAMINER

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE
UNIQUE AIR, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$60.00

RECEIVED

2010 MAR 12 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 MAR 12 AM 10:10

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UNIQUE AIR, INC.	FLORIDA	CORPORATION
QUATTRO VENTURES, LLC	FLORIDA	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UNIQUE AIR, INC.	FLORIDA	CORPORATION

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____


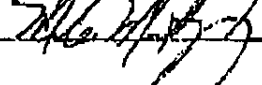
Mailing address: _____

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
UNIQUE AIR, INC.		MICHAEL MONTGOMERY
QUATTRO VENTURES, LLC		MICHAEL MONTGOMERY

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UNIQUE AIR, INC.	FLORIDA	CORPORATION
QUATTRO VENTURES, LLC	FLORIDA	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UNIQUE AIR, INC.	FLORIDA	CORPORATION

THIRD: The terms and conditions of the merger are as follows:

QUATTRO VENTURES, LLC WILL BE MERGED INTO UNIQUE AIR, INC. AND
THEREAFTER, QUATTRO VENTURES, LLC WILL BE DISSOLVED AND ALL
OF ITS ASSETS WILL BE TITLED IN THE NAME OF UNIQUE AIR, INC.
PRESENTLY, QUATTRO VENTURES, LLC IS 100% OWNED BY UNIQUE
AIR, INC.

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

UNIQUE AIR, INC. CURRENTLY OWNS 100% OF THE MEMBERSHIP
INTEREST OF QUATTRO VENTURES, LLC. AFTER THE MERGER OF THE
ENTITIES, UNIQUE AIR, INC. WILL OWN ALL OF THE ASSETS OF QUATTRO
VENTURES, LLC AND THE OWNERSHIP OF UNIQUE AIR, INC. WILL NOT
CHANGE. UNIQUE AIR INC. WILL ASSUME THE OBLIGATIONS OF
QUATTRO VENTURES, LLC.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

THERE ARE NO RIGHTS TO ACQUIRE INTERESTS IN THE SURVIVOR
SINCE THE OWNERSHIP OF BOTH ENTITIES IS THE SAME.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

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