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March 30, 2010

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via FedEx # 8619 1282 6688

RE: SATAIR HARDWARE, INC. and SATAIR USA, INC.
Articles of Merger and Plan of Merger

Gentlemen:

In regard to the above captioned matter, enclosed please find the following documents:

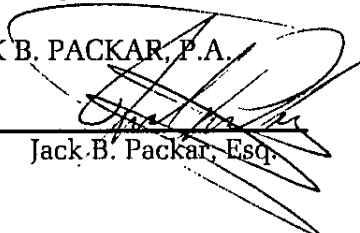
1. Original Articles of Merger of Satair Hardware, Inc. into Satair USA, Inc. with original Exhibit A – Plan of Merger of Satair Hardware, Inc. and Satair USA, Inc. into Satair USA, Inc. referenced in and attached thereto.
2. One copy of the above document.
3. This firm's check # 10390 in the sum of \$78.75 representing \$70.00 filing fee and \$8.75 certification fee.

I would appreciate your filing the Articles of Merger with Exhibit A referenced in and attached thereto and forwarding a certified copy in the Fed Ex return envelope provided at your earliest convenience.

Should you have any questions and in order to expedite this matter, please do not hesitate to call collect.

Very Truly Yours,

JACK B. PACKAR, P.A.

By: 

Jack B. Packar, Esq.

JBP/ar
Enclosures

**ARTICLES OF MERGER OF
SATAIR HARDWARE, INC.
INTO SATAIR USA, INC.**

SATAIR HARDWARE, INC., a Florida corporation (ASatair Hardware FL@) hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Satair Hardware FL with and into Satair USA, Inc., a Georgia corporation (Satair USA). Satair USA shall be the surviving business entity.

1. The Florida Document/Registration Number for Satair Hardware FL is 566468. The principal address is c/o Satair USA, Inc. 3993 Tradeport Blvd., Ste. 100, Atlanta, Ga. 30354.

2. The Georgia Document/Registration Number for Satair USA is J912325. The principal address is. 3993 Tradeport Blvd., Ste. 100, Atlanta, Ga. 30354.

3. A true copy of the Plan of Merger is attached hereto as AExhibit A@.

4. The foregoing Plan of Merger was approved by Satair Hardware FL in accordance with Florida Statutes.

5. The foregoing Plan of Merger was approved by Satair USA in accordance with Georgia Statutes.

6. The effective date of the merger is December 31, 2009 (AEffective Date@).

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered as of the Effective Date by the Satair Hardware, Inc. and Satair USA, Inc.

Dated: December 31, 2009

Satair USA, Inc.

By: _____

Rick Tonney, President & Secretary

Satair Hardware, Inc.

By: _____

Rick Tonney, President & Secretary

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN OF MERGER OF SATAIR HARDWARE, INC. AND SATAIR USA, INC. INTO SATAIR USA, INC.

Pursuant to the provisions of the Florida Corporation Act, the undersigned domestic and foreign corporations adopt and approve the following plan of merger for the purpose of merging them into one of such corporations. The terms of the plan are as follows:

First: The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

Satair Hardware, Inc.	Florida
Satair USA, Inc.	Georgia

Second: The laws of the state under which such foreign corporation is organized permit such a merger.

Third: The name of the surviving corporation is Satair USA, Inc., and it is to be governed by the laws of the state of Georgia

Fourth: Attached as Exhibit "A" is the plan of merger approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Corporation Act, and approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized.

Fifth: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Satair Hardware, Inc.

<u>Designation of Shares</u>	<u>Outstanding Shares</u>	<u>Outstanding Shares Entitled to Vote in Designated Class</u>
Common	7,500	7,500

Satair USA, Inc.

<u>Designation of Shares</u>	<u>Outstanding Shares</u>	<u>Outstanding Shares Entitled to Vote in Designated Class</u>
Common	1,000,000	1,000,000

Sixth: As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class,

the number of shares of such class voted for and against such plan, respectively, are as follows:

Satair Hardware, Inc.

<u>Designation of Shares</u>	<u>Total Shares Voted For:</u>	<u>Total Shares Voted Against:</u>
Common	7,500	0

Satair USA, Inc.

<u>Designation of Shares</u>	<u>Total Shares Voted For:</u>	<u>Total Shares Voted Against:</u>
Common	1,000,000	0

Seventh: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the state of Florida in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the secretary of state of Florida as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Florida Corporation Act with respect to the rights of dissenting shareholders.

Eighth: The names of the business entities planning to merge are Satair Hardware, Inc., a Florida corporation (ASatair Hardware FL@) and Satair USA, Inc., a Georgia corporation (ASatair USA@).

Ninth: Pursuant to the provisions of the Florida Corporation Act, Satair Hardware FL shall be merged with and into Satair USA. Satair USA shall be the surviving business entity upon the effective date of the merger and shall continue to exist as the surviving corporation under its present name pursuant to the Georgia Business Corporation Act. The separate existence of Satair Hardware FL, the merging entity, shall cease upon the effective date of the merger in accordance with the Florida Corporation Act and the Georgia Business Corporation Act.

Tenth: The Articles of Organization and Operating Agreement of Satair USA, as existing and constituted on the Effective Date of the Merger, shall continue in full force and effect until duly amended and restated.

Eleventh: The merger shall be effective on December 31, 2009,(the AEffective Date@).

Twelfth: The name and address of the sole stockholder of Satair USA is Satair AS, (Satair AS)

Amager Landevej 147A
2770 Kastrup
Denmark.

The name and address of the sole stockholder of Satair Hardware FL is Satair Hardware Group Limited (Satair Group), Shoreham Airport, Shoreham by Sea, West Sussex BN435FN, United Kingdom.

The name and address of the sole stockholder of Satair Hardware Group Limited is Satair AS, (Satair AS),

Amager Landevej 147A
2770 Kastrup
Denmark

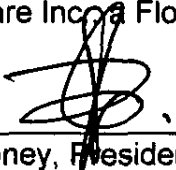
Thirteenth: Satair Group holds 100% of all of the stock interest of Satair Hardware FL. Satair AS holds 100% of all of the stock interests of Satair Group and Satair USA. All of the stock interest of Satair Hardware FL shall be converted into stock interests of Satair USA; however, no new stock interests in Satair USA will be issued since Satair AS holds 100% of the stock interests in Satair USA and Satair Hardware Group Limited.

Fourteenth: The Sole Stockholder of Satair Hardware FL and the Sole Stockholder of Satair USA have approved the merger and adopted this Plan effective as of December 31, 2009.

Fifteenth: There are no other terms or conditions to the merger.

Dated: December 31, 2009

Satair Hardware Inc., a Florida corporation

By: 
Rick Tonney, President & Secretary

Satair USA, Inc., a Georgia corporation

By: 
Rick Tonney, President & Secretary .