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SECRETARY OF STATE

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COVER LETTER

TO: Amendment Section Division of Corporations					
SUBJECT: Aquatic Eco-Systems, Inc.					
(Name of Surviving	(Name of Surviving Corporation)				
The enclosed Articles of Merger and fee are subm	nitted for filing.				
Please return all correspondence concerning this r	natter to following:				
Patricia Royal					
(Contact Person)	•				
Aquatic Eco-Systems, Inc.					
(Firm/Company)	-				
2395 Apopka Blvd. (Address)	<u> </u>				
Apopka, FL (City/State and Zip Code)					
For further information concerning this matter, pl	ease call:				
Patricia Royal (Name of Contact Person)	At (407) 886-3939 (Area Code & Daytime Telephone Number)				
Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)					
STREET ADDRESS:	MAILING ADDRESS:				
Amendment Section	Amendment Section				
Division of Corporations	Division of Corporations				
Clifton Building	P.O. Box 6327 Tallahassee, Florida 32314				
2661 Executive Center Circle Tallahassee, Florida 32301	Tananassee, Florida 32314				

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Society of Programment to section 607.1105, Florida Statutes.

First: The name and jurisdiction	of the surviving corporation.	
<u>Name</u>	<u>Jurisdiction</u>	Document Number (If known/ applicable)
Aquatic Eco-Systems, Inc.	Florida	581230
Second: The name and jurisdiction	on of each merging corporation:	
<u>Name</u>	<u>Jurisdiction</u>	Document Number (If known/ applicable)
Aquatic Eco, Inc.	Florida	P08000011845
Aquatic Habitats, Inc.	Florida	P08000012259
<u></u>		
Third: The Plan of Merger is atta	. ached.	
Fourth: The merger shall become Department of State.	e effective on the date the Articles	s of Merger are filed with the Florida
	ter a specific date. NOTE: An effective an 90 days after merger file date.)	date cannot be prior to the date of filing or more
Fifth: Adoption of Merger by su The Plan of Merger was adopted by		
The Plan of Merger was adopted 12/22/08 and s	by the board of directors of the su hareholder approval was not requi	
Sixth: Adoption of Merger by m The Plan of Merger was adopted		
The Plan of Merger was adopted	by the board of directors of the m	

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Aquatic Eco-Systems, Inc.	Jodd Children	Todd Childress, President
Aquatic Eco, Inc.	Jodd Childress	Todd Childress, President
Aquatic Habitats, Inc.	Todd Children	Todd Childress, President

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PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	Jurisdiction
Aquatic Eco-Systems, Inc.	Florida
The name and jurisdiction of each <u>subsidiary</u> corporation:	
<u>Name</u>	Jurisdiction
Aquatic Eco, Inc.	Florida
Aquatic Habitats, Inc.	Florida
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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Surviving Parent (Aquatic Eco-Systems, Inc.) exchanges its stock in each wholly owned subsidiary (Aquatic Eco, Inc. and Aquatic Habitats, Inc.) for the assets and liabilities of each subsidiary respectively.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A