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Division of Corporations

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## Florida Department of State

Division of Corporations  
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EVERYTHING BUT WATER/GENERAL

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From:

Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.  
Account Number : 1199900000006  
Phone : (407) 425-7010  
Fax Number : (407) 425-2747

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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

EVERYTHING BUT WATER, INC.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**EFFECTIVE DATE**  
12-31-03

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
EBW NO. 23, INC.  
WITH AND INTO EVERYTHING BUT WATER, INC.**

The undersigned corporations, **EBW NO. 23, INC.**, a Florida corporation, and **EVERYTHING BUT WATER, INC.**, a Florida corporation, do hereby agree and adopt the following Articles of Merger for the purpose of merging EBW NO. 23, INC. with and into **EVERYTHING BUT WATER, INC.**:

1. The name of each of the undersigned Florida corporations are **EBW NO. 23, INC.** and **EVERYTHING BUT WATER, INC.** The name which the surviving corporation is to have after the merger is **EVERYTHING BUT WATER, INC.**

2. The **AGREEMENT AND PLAN OF MERGER OF EBW NO. 23, INC. WITH AND INTO EVERYTHING BUT WATER, INC.** (the "Agreement and Plan of Merger") is attached hereto as "Exhibit A" and incorporated herein by reference.

3. The Board of Directors and Shareholders of **EBW NO. 23, INC.**, the merging corporation in the merger, approved and adopted the Agreement and Plan of Merger by joint written consent on December 24, 2003.

4. The Sole Director and Sole Shareholder of **Everything But Water, Inc.**, the surviving corporation in the merger, approved and adopted the Agreement and Plan of Merger by joint written consent on December 26, 2003.

5. The Agreement and Plan of Merger shall become effective upon the close of business on December 31, 2003.

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IN WITNESS WHEREOF, the undersigned corporations hereby make and files these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 24th day of December, 2003.

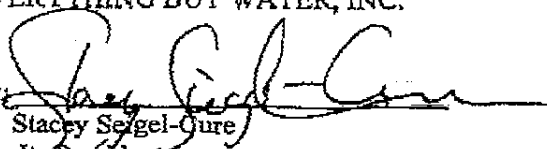
**MERGING CORPORATION:**

EBW NO. 23, INC.

By:   
Stacey Seigel-Cure  
Its President

**SURVIVING CORPORATION:**

EVERYTHING BUT WATER, INC.

By:   
Stacey Seigel-Cure  
Its President

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER OF  
EBW NO. 23, INC.  
WITH AND INTO EVERYTHING BUT WATER, INC.

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 24th day of December, 2003, by and between EBW NO. 23, INC., a Florida corporation (hereinafter sometimes referred to as the "Merging Corporation"), and EVERYTHING BUT WATER, INC., a Florida corporation (hereinafter sometimes referred to as the "Surviving Corporation"), said two (2) corporations hereinafter sometime referred to collectively as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the Board of Directors and the Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of their respective Constituent Corporation that the Merging Corporation be merged with and into the Surviving Corporation, under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Constituent Corporations agree as follows:

ARTICLE I  
TERMS OF MERGER

The Merging Corporation shall be merged with and into the Surviving Corporation. The corporation surviving after the merger shall be the Surviving Corporation, and the separate corporate existence of the Merging Corporation shall cease as of the close of business on December 31, 2003, which shall be the effective date of the merger. The Surviving Corporation shall retain the name of Everything But Water, Inc. after the merger. As of the effective date of the merger, the Surviving Corporation shall possess all of the right, privileges, powers and franchises of the Merging Corporation, of a public as well as private nature, and all property, real, personal or otherwise, of the Merging Corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II  
CHARTER AND BYLAWS;  
DIRECTORS AND OFFICERS

The Articles of Incorporations and the By-Laws of the Surviving Corporation, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the By-Laws of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation or By-Laws shall be affected by the ((H03000343432 3))) hereunder. The persons who are the directors and officers of the Surviving Corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and

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shareholders of the Surviving Corporation without change, subject to the provisions of the Articles of Incorporation and By-Laws of the Surviving Corporation and the laws of the State of Florida.

ARTICLE III  
CONVERSION OF SHARES

Each of the Constituent Corporations presently has issued and outstanding one hundred (100) shares of common stock that are all currently owned by the same individual. After the effective date of this Agreement and Plan of Merger, the holder of all of the issued and outstanding certificates representing shares of common stock in the Merging Corporation shall surrender the same to the Surviving Corporation, and such certificates shall be canceled as of the effective date of merger. The issued and outstanding certificates representing the one hundred (100) shares of common stock in the Surviving Corporation shall remain the only issued and outstanding certificates representing shares of stock in the Surviving Corporation, and shall not be affected by the merger under this Agreement and Plan of Merger.

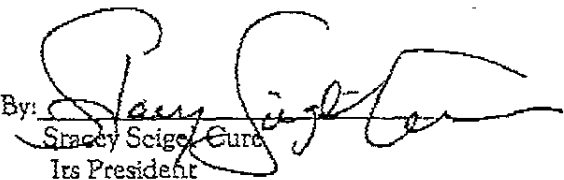
ARTICLE IV  
EFFECTIVE DATE

The merger hereunder shall be effective as of the close of business on December 31, 2003.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

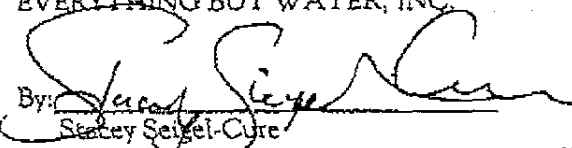
MERGING CORPORATION:

EBW NO. 23, INC.

By:   
Stacey Seigel-Cure  
Its President

SURVIVING CORPORATION:

EVERYTHING BUT WATER, INC.

By:   
Stacey Seigel-Cure  
Its President

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