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Division of Corporations  
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MERGER OR SHARE EXCHANGE

SMART EARTH LED, LLC

Certificate of Status	1
Certified Copy	1
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95.00

EXAMINER  
JUN 15 2009  
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ARTICLES OF MERGER  
OF  
SMART EARTH LED, INC.,  
INTO  
SMART EARTH LED, LLC

SMART EARTH LED, LLC, a Florida limited liability company ("LLC"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of SMART EARTH LED, INC., a California corporation ("Corporation"), with and into LLC. LLC shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by LLC in accordance with Section 606.4361, Florida Statutes.
3. The foregoing Plan of Merger was approved by Corporation in accordance with Section 607.1103, Florida Statutes and Section 1100-1113 California Code.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

SMART EARTH LED, LLC.  
a Florida limited liability company

By: 

Kevin M. Button  
As its Manager


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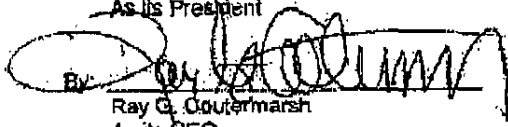
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SMART EARTH LED, INC.,  
a California corporation

By:   
Kevin M. Button  
As its President

By:   
Ray G. Coutermarsh  
As its CEO

By:   
Laura L. Coutermarsh  
As its Secretary

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**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**SMART EARTH LED, INC.,**  
**WITH AND INTO**  
**SMART EARTH LED, LLC**

SMART EARTH LED, INC., a California corporation, and SMART EARTH LED, LLC, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Sections 607.1108 and 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are SMART EARTH LED, INC., a California corporation ("Corporation"), and SMART EARTH LED, LLC, a Florida limited liability company ("LLC"). As a result of the merger, Corporation shall be merged with and into LLC. LLC shall be the surviving business entity and shall assume the assets and liabilities of Corporation.
2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").
3. The manner and basis of converting the shares of outstanding stock of Corporation shall be such that 1 share of common stock will equal 3,200 Class A membership units in LLC. There are no rights to acquire interest in Corporation or LLC.
4. LLC is a manager-managed limited liability company and its Manager is: Kevin M. Button.
5. This plan shall be submitted to the shareholders and directors of Corporation for approval. This plan shall be submitted to the Members and Managers of LLC for approval. The Articles of Organization for LLC will not differ from its Articles of Organization before the merger, and each member of LLC will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
6. The Members and Managers of LLC and the Directors of Corporation are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.
7. There are no other terms of or conditions to the merger.

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