

1-98000001556

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December 27, 1999

VIA UPS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/28/99--01046--012
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Re: Articles of Merger

Ladies and Gentlemen:

Enclosed for filing please find two copies of the Articles of Merger of Ideal Conditions, LLC, a Florida limited liability company, into Ideal Conditions, Inc., a Delaware corporation, together with a check in the amount of \$112.50, representing the filing fee (\$25.00 for the limited liability company and \$35.00 for the corporation) and the certified copy fee (\$52.50).

Please provide us with a certified copy of the articles of merger. If you have any questions or need additional information, please call us.

Sincerely,

Maria A. Martinez
Maria A. Martinez

Enclosures

44/6
FILED
99 DEC 28 PM 12:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

IDEAL CONDITIONS, LLC, a Florida Limited Liability Company *L9800000 1556*

INTO

IDEAL CONDITIONS, INC., corporation not qualified in Florida

File date: December 28, 1999, effective December 31, 1999

Corporate Specialist: Lee Rivers

**ARTICLES OF MERGER
OF
IDEAL CONDITIONS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY,
INTO
IDEAL CONDITIONS, INC.,
A DELAWARE CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 608.4381 and 608.4382 of the Florida Limited Liability Company Act, Ideal Conditions, LLC, a Florida limited liability company ("Ideal Florida"), and Ideal Conditions, Inc., a Delaware corporation ("Ideal Delaware"), hereby adopt the following Articles of Merger for the purpose of merging Ideal Florida into Ideal Delaware (the "Merger"):

FIRST: Agreement and Plan of Merger:

L98-1556

1. The name of the merging company is Ideal Conditions, LLC, a Florida limited liability company, and the name of the surviving corporation is Ideal Conditions, Inc., a Delaware corporation. *19*
2. On the date hereof, (i) there are 1,404.455777 units in Ideal Florida outstanding representing 100 percent of the interest in Ideal Florida; and (ii) there is no capital stock outstanding in Ideal Delaware. Upon the effectiveness of the Merger, each unit in Ideal Florida shall be converted into 2,990.5 shares of common stock, par value \$.001 per share, of Ideal Delaware (the "Common Stock"). This Agreement shall be conditioned on the approval of a majority in interest of the members of Ideal Florida and the approval of the Board of Directors of Ideal Delaware. The certificate of incorporation of Ideal Delaware shall be the certificate of incorporation of the surviving corporation.
3. The Merger shall be effected by the filing of articles of merger with the Florida Department of State and the filing of a certificate of merger with the Delaware Secretary of State. Upon the effectiveness of the Merger, each outstanding unit in Ideal Florida, as shown on the books and records of Ideal Florida, shall, by virtue of the Merger, and without any action on the part of the holder thereof, be converted into 2,990.5 shares of Common Stock of Ideal Delaware.
4. The effective date of the Merger shall be December 31, 1999.

EFFECTIVE DATE
12-31-99

SECOND: The Agreement and Plan of Merger was approved by the members of Ideal Florida in accordance with Section 608.4381 of the Florida Limited Liability Company Act.

THIRD: The Agreement and Plan of Merger was approved by the Board of Directors of Ideal Delaware in accordance with the applicable laws of the State of Delaware.

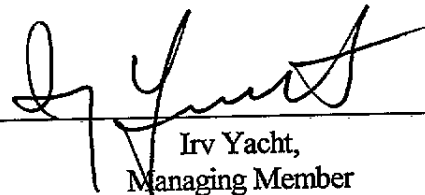
FOURTH: The effective date of the Merger shall be December 31, 1999.

FIFTH: Ideal Delaware is the surviving corporation.

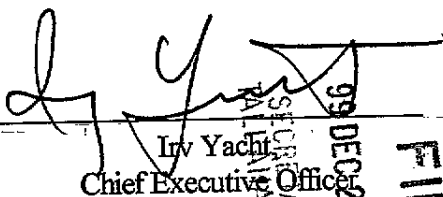
1. The address of Ideal Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, 19805.
2. Ideal Delaware is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of Ideal Florida.
3. Ideal Delaware has agreed to promptly pay to the dissenting members of Ideal Florida, if any, the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, Ideal Conditions, LLC, and Ideal Conditions, Inc., have caused these Articles of Merger to be executed in their respective names and on their behalf by their respective authorized persons on December 24, 1999.

IDEAL CONDITIONS, LLC

By: 
Irv Yacht,
Managing Member

IDEAL CONDITIONS, INC.

By: 
Irv Yacht,
Chief Executive Officer

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TALLAHASSEE FLORIDA