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2008 DEC 31 PM 2:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

TB

1-12-09

# LEONARD ALTERMAN

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ATTORNEY AT LAW

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December 23, 2008

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Breathe Better Air, Inc. - Document No. PO5000124424  
BBAIR, INC. - Document No. PO5000141991

Gentlemen and Ladies:

I am enclosing an original Articles of Merger merging Breathe Better Air, Inc. (Document No. PO5000124424) into BBAIR, INC. (Document No. PO5000141991). Also enclosed is my trust account check in the amount of \$70.00 as payment for the filing of this document.

Sincerely,



Leonard Alterman

LA/bjw  
Enclosures  
cc: William Mago

12/24/08

Hi;

This Plan states "effective when Articles of Merger are filed".

My life would be made easier if the file date was 12/31/08 - If this is possible it would be great. If not, oh well. Thanks in advance for anything you can do.

W. Mayo

P.S.

My Accountant requested the 12/31 for tax purposes, but as long as we make 08 it's all good. I filed late in the year to hopefully make this request easy on you. Thanks



ARTICLES OF MERGER OF  
BREATHE BETTER AIR, INC.  
INTO BBAIR, INC.

FILED  
2008 DEC 31 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Merger are entered into between Breathe Better Air, Inc., a Florida corporation (the Absorbed Corporation) , and BBAIR, INC., a Florida corporation (the Surviving Corporation).

It is agreed as follows:

1. Effective with the filing of these Articles of Merger the Absorbed Corporation shall be merged into the Surviving Corporation on the terms and conditions contained in the Plan of Merger attached hereto as Exhibit A.
2. The plan of merger was approved by the written consent of all stockholders and directors of the Absorbed Corporation and the Surviving Corporation in accordance with the applicable provisions of Florida Statutes Section 607.1108(5).

Dated this 24<sup>th</sup> date of December, 2008.

Breathe Better Air, Inc.

BBAIR, INC.

By W. Mago  
William Mago, President

by W. Mago  
William Mago, President

PLAN OF MERGER  
OF BREATHE BETTER AIR, INC.,  
A FLORIDA CORPORATION INTO BBAIR, INC.,  
A FLORIDA CORPORATION

It is agreed that Breathe Better Air, Inc., a Florida corporation shall be merged into BBAIR, Inc., a Florida corporation on the following terms:

1. Absorbed Corporation Status. Upon the filing of the Articles of Merger with the Secretary of State of Florida, Breathe Better Air, Inc. shall cease to exist.
2. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.
3. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:
  - A. Each share of the common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding.
  - B. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

- C. Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the Surviving Corporation.
4. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.
5. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida, at such other time as to which the boards of directors of the constituent corporations may agree or may be consented to by the directors and stockholders of each corporation in writing in lieu of a meeting.
6. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Dated this 24 day of December, 2008.

Breathe Better Air, Inc.

BBAIR, INC.

By W. Mayo  
President

By W. Mayo  
President