

PO5000141991

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

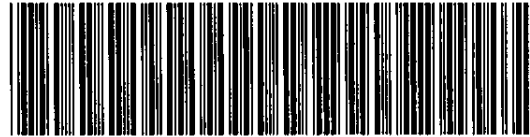
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 22, 2012

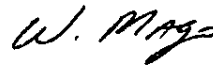
Amendment Section
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Better Air Quality, Inc. - Document No. PO5000124430
BBAIR, INC. - Document No. PO5000141991

Gentlemen and Ladies:

I am enclosing an original Articles of Merger merging Better Air Quality, Inc. (Document No. PO5000124430) 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,



William Mago

Please return all correspondence to or for further information contact
William Mago, President
BBAIR, Inc.
10668 Quail Ridge Drive
Ponte Vedra, Florida 32081
bmago@airenasys.com
904-923-6393

2ff 12/31

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

These Articles of Merger are entered into between Better Air Quality, 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.
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 22nd date of December, 2012.

Better Air Quality, Inc.

BBAIR, INC.

By W. Mago
William Mago, President

By W. Mago
William Mago, President

FILED
12 DEC 26 PM 12:37
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

It is agreed that Better Air Quality, 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, Better Air Quality, 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 Corporations 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. Therefore, 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 Corporations 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 corporations in writing in lieu of a meeting.
6. Effective Date of Merger. The effective date of the merger shall be the date when articles of merger are filed by the Florida Department of State, or December 31, 2012.

Dated this 22nd day of December, 2012.

Better Air Quality, Inc.

BBAIR, INC.

By W. Mayo
President

By W. Mayo
President