

# PD6000054179

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H06000200930 3)))



H060002009303ABCU

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

FILED  
06 AUG 10 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**ECOSPHERE SYSTEMS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

*File Second!*  
*File First is an amendment under Sec audit # H06000200928*

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

*Murphy 8-10-06*

## ARTICLES OF MERGER

Pursuant to Section 607.1107 of the Florida Business Corporation Act, Ecosphere Systems, Inc., a Florida corporation ("Ecosphere-FL"), proposes to merge with Ecosphere Technologies, Inc., a Delaware corporation ("Ecosphere-DE"), and in connection therewith, the corporations submit the following:

1. The surviving corporation will be Ecosphere-FL and the name of the surviving corporation will be "Ecosphere Systems, Inc.," a Florida corporation. The principal office address of Ecosphere-FL is 3515 S.E. Lionel Terrace, Stuart, Florida 34997.

2. The Agreement and Plan of Merger (the "Merger Agreement") was entered into as of August 9, 2006, by and between Ecosphere-FL and Ecosphere-DE. A copy of the Merger Agreement is attached hereto as Exhibit A.

3. Ecosphere-FL and Ecosphere-DE are each wholly-owned subsidiaries of UltraStrip Systems, Inc., a Florida corporation.

4. The Merger Agreement was adopted by unanimous consent of the Board of Directors of Ecosphere-FL, in accordance with the applicable provisions of the Florida Business Corporation Act, on August 9, 2006 and shareholder approval was not required.

5. The Merger Agreement was adopted by unanimous consent of the Board of Directors of Ecosphere-DE, in accordance with the applicable provisions of the General Corporation Law of the State of Delaware, on August 9, 2006.

6. The Merger Agreement was approved by unanimous consent of the shareholders of Ecosphere-DE, in accordance with the applicable provisions of the General Corporation Law of the State of Delaware, on August 9, 2006.

IN WITNESS WHEREOF, Ecosphere-FL and Ecosphere-DE have caused their respective corporate names to be signed hereto, by their respective officers, thereunto duly authorized by the respective boards of directors.

ECOSPHERE SYSTEMS, INC., a Florida  
corporation

By: 

Michael R. Donn, Sr., President

ECOSPHERE TECHNOLOGIES, INC. a Delaware  
corporation

By: 

Michael R. Donn, Sr., President

C:\Ecosystems\Corporate Documents\Articles Merger-FL(2).DOC

FILED

06 AUG 10 AM 10:34

CLERK OF DISTRICT COURT

**EXHIBIT A****AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger entered into as of the 9<sup>th</sup> day of August, 2006, by and between Ecosphere Systems, Inc., a Florida corporation ("Ecosphere-FL"), and Ecosphere Technologies, Inc., a Delaware corporation ("Ecosphere-DE").

WHEREAS, the Board of Directors of Ecosphere-DE and Ecosphere-FL have resolved that both companies be merged, pursuant to the Florida Business Corporation Act ("FBCA") and Delaware General Corporation Law ("DGCL"), into a single corporation existing under the laws of the State of Florida, to wit, Ecosphere-FL, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation");

WHEREAS, Ecosphere-DE and Ecosphere-FL are each wholly-owned subsidiaries of UltraStrip Systems, Inc., a Florida corporation; and

WHEREAS, the respective Board of Directors of Ecosphere-DE and Ecosphere-FL have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the covenants and agreements herein made, and other good and valuable consideration, the adequacy and receipt of which is hereby acknowledged by the parties hereto, the parties agree as follows:

1. Merger. Ecosphere-DE shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Ecosphere-FL, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

2. Filings; Effects of Merger.

2.1 Approval by Shareholders of Ecosphere-DE. This Agreement shall be submitted for approval by the stockholders of Ecosphere-DE in the manner provided by the applicable laws of the State of Delaware.

2.2 Filing of Articles of Merger; Effective Date. If (a) this Agreement is adopted by the shareholders of Ecosphere-DE, and (b) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then the duly authorized officers of the respective parties shall make and execute Articles of Merger and a Certificate of Merger and shall cause such documents to be filed with the State of Florida and the State of Delaware, respectively, in accordance with the laws of the respective states. The Merger shall become effective on the date on which the Merger becomes effective under the laws of the State of Florida or the date on which the Merger becomes effective under the laws of the State of Delaware, whichever occurs later, which date is herein referred to as the "Effective Date."

2.3 Certain Effects of Merger. On the Effective Date, the separate existence of Ecosphere-DE shall cease, and Ecosphere-DE shall be merged into Ecosphere-FL which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, duties and liabilities of Ecosphere-DE; and all and singular, the rights, privileges, powers, and franchises of Ecosphere-DE, and all property, real, personal, and mixed, and all debts due to Ecosphere-DE on whatever account, as well as stock subscriptions, liens and all other things in action or belonging to Ecosphere-DE, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Ecosphere-DE, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Ecosphere-DE shall be preserved, unimpaired, and all debts, liabilities, and duties of Ecosphere-DE shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Ecosphere-DE or the corresponding officers of the Surviving Corporation, may, in the name of Ecosphere-DE execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Ecosphere-DE's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

3. Name of Surviving Corporation; Certificate of Incorporation; Bylaws; Directors; Officers.

3.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be "Ecosphere Systems, Inc."

3.2 Certificate of Incorporation. The Articles of Incorporation of Ecosphere-FL in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

3.3 Bylaws. The Bylaws of Ecosphere-FL, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

3.4 Directors and Officers. At the Effective Date of the Merger, the members of the board of directors, the board committees and advisory board, and the officers of Ecosphere-DE in office at the Effective Date of the Merger shall become the members of the board of directors, board committees and advisory board and the officers, respectively, of the Surviving Corporation, and shall continue to serve in such capacity, subject to the applicable provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation and the FBCA, until their successors are duly elected or appointed and qualified, or until an earlier resignation, removal from office or death.

4. Status and Conversion of Securities. The manner and basis of converting the shares of the capital stock of Ecosphere-DE and the nature and amount of securities of Ecosphere-FL which the holders of shares of Ecosphere-DE Common Stock are to receive in exchange for such shares are as follows:

4.1 Ecosphere-DE Common Stock. Each one share of Ecosphere-DE Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Ecosphere-FL Common Stock, and outstanding certificates representing shares of Ecosphere-DE Common Stock shall thereafter represent shares of Ecosphere-FL Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

5. Abandonment of Merger. At any time before the Effective Date of the Merger (whether it is before or after filing the Articles of Merger), this Agreement of Merger and Plan of Merger and Reorganization may be terminated and the Merger abandoned by the shareholders of Ecosphere-DE.

6. Execution Of Agreement. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger and Plan of Merger and Reorganization, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto on the date first above written.

ECOSPHERE TECHNOLOGIES, INC., a  
Delaware corporation

By: 

Michael R. Donn, Sr., President

ECOSPHERE SYSTEMS, INC., a Florida  
corporation

By: 

Michael R. Donn, Sr., President

Q:\Ecosphere\Agreements\Merger Agreement(2).DOC

