

Aug 13, 2013 1:25PM
Division of Corporations

Incorporating Services, LTD.

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Florida Department of State
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**MERGER OR SHARE EXCHANGE
AROMATEC, INC.**

EFFECTIVE DATE

8-16-13

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ARTICLES OF MERGER
(Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

EFFECTIVE DATE

8-16-13

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Aromatec, Inc.</u>	<u>Delaware</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Aromatec, Inc.</u>	<u>Florida</u>	<u>P06000134432</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 8 / 16 / 2013 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on August 7, 2013 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 7, 2013.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Aromatec, Inc. (FL)

[Handwritten signature]

Peter Friis, President and CEO

Aromatec, Inc. (DE)

[Signature]

Peter Frils, President and CEO

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as August 7, 2013 pursuant to the Florida Business Corporation Act, Section 607.1104, Florida Statutes and Section 252 of the Delaware General Corporation Law, by and between Aromatec, Inc., a Delaware corporation ("Aromatec-DE"), and Aromatec Inc., a Florida S-corporation ("Aromatec-FL").

WITNESSETH

WHEREAS, Aromatec-DE is a subsidiary corporation of Aromatec-FL (individually sometimes called a "Constituent Corporation" and together called the "Constituent Corporations") and Aromatec-FL, which owns at least 80% of the outstanding shares of Aromatec-DE, is the parent corporation of Aromatec-DE;

WHEREAS, both Aromatec-DE and Aromatec-FL desire that Aromatec-FL merge with and into Aromatec-DE, and that Aromatec-DE be the surviving corporation;

WHEREAS, the Certificate of Incorporation of Aromatec-DE was filed in the office of the Secretary of State of the State of Delaware on August 6, 2013;

WHEREAS, Aromatec-DE has an authorized capital stock of 15,000,000 shares of Common Stock, \$0.0001 par value per share (the "Aromatec-DE Common Stock");

WHEREAS, the Articles of Incorporation of Aromatec-FL were filed in the office of the Secretary of State of the State of Florida on October 23, 2006, and Aromatec-FL has an authorized capital stock of 100 shares of Common Stock (the "Aromatec-FL Common Stock");

WHEREAS, the registered office of Aromatec-DE in the State of Delaware is located at 3500 S. DuPont Highway, Dover, Delaware, County of Kent 19901, and the name and address of its registered agent is Incorporating Services, Ltd.; and the registered principal office of Aromatec-FL in the State of Florida is located at 3432 N. Ocean Blvd., Gulfstream, FL 33483; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations desire that the merger provided for herein be a tax-free reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the Constituent Corporations do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Aromatec-DE hereby merges into itself Aromatec-FL, and Aromatec-FL shall be and hereby is merged with and into Aromatec-DE, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Aromatec-DE, as in effect on the date of the merger provided for in this Agreement (the "Merger"), shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each one (1) share of Aromatec-FL Common Stock, that is issued and outstanding (other than shares of Aromatec-FL Common Stock, if any, held in the treasury of Aromatec-FL) on the date on which the Merger of Aromatec-FL with and into Aromatec-DE shall become effective shall, by virtue of the Merger and without further action, cease to exist and shall be converted into 2 shares of Aromatec-DE Common Stock. There shall not be any issued and outstanding Aromatec-FL Common Stock that will not be so converted.

(b) Each right to acquire one (1) share of Aromatec-FL Common Stock, that is issued and outstanding on the date on which the Merger of Aromatec-FL with an into Aromatec-DE shall become effective shall, by virtue of the Merger and without further action, cease to exist and shall be converted into the right to acquire two (2) shares of Aromatec-DE Common Stock.

(c) Each share of Aromatec-FL Common Stock, if any, that shall then be held in the treasury of Aromatec-FL on the effective date of the Merger shall, by virtue of the Merger and without further action, cease to exist and all certificates representing such shares shall be cancelled.

(d) After the effective date of the Merger, each holder of an outstanding certificate representing shares of Aromatec-FL Common Stock shall surrender the same to Aromatec-DE and each holder shall be entitled upon such surrender to receive certificates for the number of shares of Aromatec-DE Common Stock on the basis provided herein. Until so surrendered, the outstanding shares of the capital stock of Aromatec-FL to be converted into the capital stock of Aromatec-DE as provided herein may be treated by Aromatec-DE for all corporate purposes as evidencing the ownership of shares of Aromatec-DE, as though said surrender and exchange had taken place.

(e) Each share of Aromatec-DE Common Stock issued and outstanding immediately prior to the Merger shall cease to exist and shall be cancelled.

(f) If applicable, shareholders of Aromatec-DE who, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

(g) No fractional shares of Aromatec-DE Common Stock or Aromatec-DE Preferred Stock will be issued in connection with the Merger. In lieu thereof, Aromatec-DE shall pay each shareholder of Aromatec-FL who would otherwise be entitled to receive a fractional share of Aromatec-DE Common Stock (assuming the aggregation of all shares held by the same holder of more than one stock certificate representing shares of Aromatec-DE Common Stock) cash in the amount equal to the applicable fraction multiplied by the fair market value of a share of Aromatec-DE Common Stock as determined by the Board of Directors of Aromatec-DE in good faith (the "Fair Market Value Per Share").

FOURTH: The other terms and conditions of the Merger are as follows:

(a) The Bylaws of Aromatec-DE as they shall exist on the effective date of the Merger shall be and remain the Bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of Aromatec-DE as of the effective date of the Merger shall be the directors and officers of the surviving corporation and shall continue in office as provided in the Bylaws and charter of Aromatec-DE.

(c) The Merger shall become effective upon filing a Certificate of Merger with the Secretary of State of Delaware (the "Certificate of Merger") pursuant to Section 252 of the General Corporation Law of the State of Delaware and Articles of Merger with the Florida Department of State, Division of Corporations.

(d) Upon the effective date of the Merger, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Aromatec-FL shall be transferred to, vested in and devolved upon Aromatec-DE without further act or deed and all property rights, and every other interest of Aromatec-DE and Aromatec-FL shall be as effectively the property of Aromatec-DE as they were of Aromatec-DE and Aromatec-FL, respectively. All rights of creditors of Aromatec-FL and all liens upon any property of Aromatec-FL shall be preserved unimpaired, and all debts, liabilities, obligations and duties of Aromatec-FL, may be enforced against Aromatec-DE to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it. At any time, or from time to time, after the effective date of the Merger, the last acting officers of Aromatec-FL, or the corresponding officers of Aromatec-DE, may, in the name of Aromatec-FL, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as Aromatec-DE may deem necessary or desirable in order to vest in Aromatec-DE title to and possession of any property of Aromatec-FL acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intents and purposes hereof, and the proper officers and directors of Aromatec-DE are fully authorized in the name of Aromatec-FL or otherwise to take any and all such action.

(e) Aromatec-DE hereby (i) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Aromatec-FL and in any proceeding for the enforcement of the rights of a dissenting shareholder of Aromatec-FL; and (ii) irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such proceeding.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Boards of Directors of the Constituent Corporations at any time prior to the date that the requisite Certificate of Merger is filed in the offices of the Secretary of State of the State of Delaware and the Secretary of State of the State of California, respectively. This Agreement may be amended by the Boards of Directors of the Constituent Corporations at any time prior to the date on which the requisite Certificate of Merger is filed in the offices of the Secretary of State of Delaware and the Secretary of State of Florida, respectively, provided that an amendment made subsequent to the approval of this Agreement by the stockholders of either Constituent Corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class thereof of such Constituent Corporation.

SIXTH:

(a) This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Delaware.

(b) Aromatec-DE and Aromatec-FL each agrees to execute and deliver such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in order to consummate or implement the transactions contemplated by this Agreement.

(c) At any time before the effective date, the Agreement may be terminated and the Merger abandoned by the Boards of Directors of Aromatec-FL or Aromatec-DE, notwithstanding approval of this Agreement by the shareholders of Aromatec-FL and the sole stockholder of Aromatec-DE.

Aug. 13. 2013 1:26PM Incorporating Services, LTD.

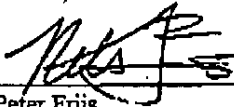
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their Board of Directors have caused this Agreement to be executed by the President and attested to by the Secretary of each party hereto as the respective act, deed and agreement of each of said corporation, as of August 7, 2013.

AROMATEC, INC.
(Delaware)

By: _____


Peter Friis

President and Chief Executive Officer

AROMATEC INC.
(Florida)

By: _____


Peter Friis

President and Chief Executive Officer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Candace Friis, Secretary of Aromatec, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of Aromatec Inc., a corporation organized and existing under the laws of the State of Florida, was duly submitted to the stockholders of Aromatec, Inc. by written action of said stockholders pursuant to Sections 228 and 252 of the General Corporation Law of Delaware on August 7, 2013; and that the Agreement and Plan of Merger was approved by the affirmative vote of the stockholders of the outstanding stock of said corporation entitled to vote thereon.

WITNESS my hand on this 7th day of August, 2013.



Candace Friis, Secretary

I, Candace Friis, Secretary of Aromatec Inc., a S-corporation organized and existing under the laws of the State of Florida, hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of Aromatec, Inc., a corporation organized and existing under the laws of the State of Delaware, was duly submitted to the shareholders of Aromatec Inc. in a Written Consent of said stockholder pursuant to Section 607.0704, Florida Statutes on August 7, 2013; and that the Agreement and Plan of Merger was approved by the affirmative vote of the shareholders of the outstanding stock of said corporation entitled to vote thereon.

WITNESS my hand on this 7th day of August, 2013.



Candace Friis, Secretary