

To: FL Dept. of State
Subject: 00000660400

From: Katie Wonsch

Thursday, November 21, 2006 1:16 PM Page: 1 of 5

PO6000145232

Florida Department of State
Division of Corporations
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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

AQUANTIS DEVELOPMENT COMPANY, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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Mergers
11-21-06

H06000280413 3

ARTICLES OF MERGER

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:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|------------------------------------|---------------------|------------------------|
| Aquantis Development Company, Inc. | Florida | P06000145232 |

SECOND: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|------------------------------------|---------------------|------------------------|
| Aquantis Development Company, Inc. | Delaware | 4173376 |

THIRD: The Plan of Merger is attached.

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

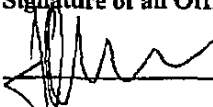
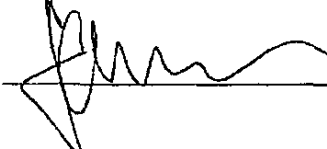
FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 20, 2006.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on November 20, 2006.

SEVENTH: Signatures For Each Corporation

| Name of Corporation | Signature of an Officer or Director | Printed Name and Title |
|---|---|----------------------------------|
| Aquantis Development Company, Inc. a Florida corporation |  | James G. P. Dehlsen President |
| Aquantis Development Company, Inc. a Florida corporation |  | James G. P. Dehlsen President |

H06000280413 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H06000280413 3

AGREEMENT AND PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER is adopted by AQUANTIS DEVELOPMENT COMPANY, INC., a Florida corporation, and AQUANTIS DEVELOPMENT COMPANY, INC., a Delaware corporation, pursuant to Section 607.1104 of the Florida Statutes and Section 263 of the Delaware General Corporation Law for the purpose of consummating a reincorporation of Aquantis Development Company, Inc., a Delaware corporation, as a Florida corporation.

THE PARTIES HERETO, intending to be legally bound, hereby agree as follows:

1. Surviving Corporation. The name and jurisdiction of the surviving corporation is Aquantis Development Company, Inc., a Florida corporation

2. Merging Corporations. The name and jurisdiction of each the merging corporation are as follows:

Aquantis Development Company, Inc., a Florida corporation
Aquantis Development Company, Inc., a Delaware corporation.

3. Terms of Merger. The terms and conditions of the merger are as follows:

Upon the effective time of the merger (the "Effective Time"), Aquantis Development Company, Inc., a Delaware corporation ("Aquantis Delaware") shall be merged with and into Aquantis Development Company, Inc., a Florida corporation ("Aquantis Florida"), with Aquantis Florida being the surviving corporation of such transaction

4. Manner of Converting Shares. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

On the Effective Time, each one (1) share of common stock of Aquantis Delaware outstanding immediately prior to the Effective Time shall be converted by reason of the merger and without any action on the part of the holders thereof into one (1) share of common stock of Aquantis Florida.

5. Other Terms and Conditions. Other provisions relating to the merger are as follows:

5.1 Directors and Officers. The directors and officers of Aquantis Delaware holding office at the Effective Time shall hold office in the surviving corporation until removed as provided by law or until the election and qualification of their respective successors.

5.2 Effect of the Merger. At the Effective Time, the effect of the merger shall be as provided in the applicable provisions of the Florida Statutes. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all of the property, rights, privileges, powers, and franchises of Aquantis Delaware shall vest in surviving corporation, and all debts,

H06000280413 3

H06000280413 3

liabilities, and duties of Aquantis Delaware shall become the debts, liabilities, and duties of the surviving corporation.

5.3 Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Aquantis Florida in effect at the Effective Time shall be and shall remain the Articles of Incorporation of the surviving corporation until amended as provided by law.

5.4 Capital Stock. Upon the Effective Time, each share of common stock of Aquantis Florida issued and outstanding immediately prior to the Effective Time shall be canceled and returned to the status of authorized but unissued common stock.

5.5 Assumption of Obligations. At the Effective Time, the corporate franchises and existence and rights of Aquantis Delaware shall be merged into Aquantis Florida, and Aquantis Florida shall, as the surviving corporation, be fully vested therewith. At the Effective Time, (a) the surviving corporation shall possess all of the rights, privileges, powers and franchises and be subject to all of the restrictions, disabilities and duties of each of the constituent corporations; (b) all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account, including stock subscriptions, and all other things in action and all and every other interest of or belonging to or due to each of the constituent corporations, shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed; (c) all property, rights, privileges, powers, franchises and all and every other interest of each of the constituent corporations shall be thereafter as effectually the property of the surviving corporation as they had been of the respective constituent corporations; and (d) the title to any real property, or any interest therein, which has vested by deed or otherwise in either of the constituent corporations, shall neither revert to the transferor thereof nor be in any way impaired by reason of the merger. The surviving corporation shall assume and thenceforth be responsible and liable for all the liabilities and obligations of each of the constituent corporations (including, but not limited to, the obligations to prepare and file, or to cause to be prepared and filed, all tax and information returns for each constituent corporation and to pay any tax liability of each constituent corporation determined to be due and payable).

5.6 Further Acts. From time to time, as or when requested by the surviving corporation, or by its successors or assigns, each of the constituent corporations shall execute and deliver or cause to be executed and delivered all such other instruments, and shall take or cause to be taken all such further or other actions, as the surviving corporation, or its successors or assigns, may deem necessary or desirable in order to vest in and confirm to the surviving corporation and its successors and assigns, title to and possession of all of the property, rights, privileges, powers and franchises referred to in Section 5, above, and otherwise to carry out the intent and purposes of this Plan.

5.7 Consent to Service. The entity surviving or resulting from the merger agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of this State, as well as for enforcement of any *obligation of the surviving or resulting corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State is 6305 Carpinteria Avenue, Suite 300, Carpinteria, California 93013.

H06000280413 3

To: FL Dept. of State
Subject: 000638.60400

From: Katie Wonsch

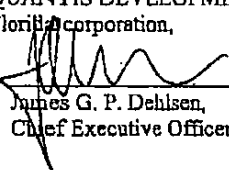
Tuesday, November 21, 2006 1:36 PM Page: 5 of 5

H06000280413 3

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger effective as of November 20, 2006.

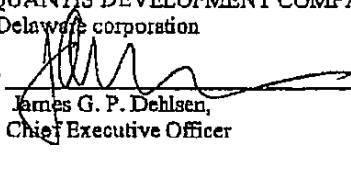
AQUANTIS DEVELOPMENT COMPANY, INC.,
a Florida corporation,

By


James G. P. Dehlsen,
Chief Executive Officer

AQUANTIS DEVELOPMENT COMPANY, INC.,
a Delaware corporation

By


James G. P. Dehlsen,
Chief Executive Officer

H06000280413 3