

P08000022099

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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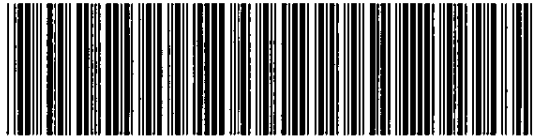
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08 MAY -2 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merged

SP 5/9

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Conscious One, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Whitney L. Hipsh

(Contact Person)

Fleet, Spencer & Kilpatrick, P.A.

(Firm/Company)

1283 N. Eglin Parkway, Ste. A

(Address)

Shalimar, FL 32579

(City/State and Zip Code)

For further information concerning this matter, please call:

Whitney L. Hipsh

(Name of Contact Person)

At (650) 651-4006

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

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> (If known/ applicable)
Conscious One, Inc.	Florida	P08000022099

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Conscious One, Inc.	California	

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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 ____/____/____ (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 4/28/08 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 4/28/08 and shareholder approval was not required.

(Attach additional sheets if necessary)

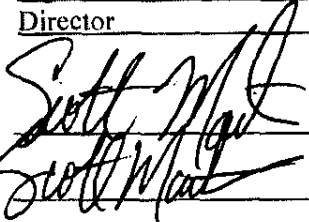
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

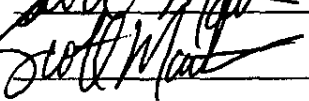
Typed or Printed Name of Individual & Title

Conscious One, Inc.



Scott Martineau, Director

Conscious One, Inc.



Scott Martineau, Director

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation are:

<u>Name</u>	<u>Jurisdiction</u>
CONSCIOUS ONE, INC. 980A AIRPORT ROAD DESTIN, FL 32541	Florida

Document Number: P08000022099

Second: The name and jurisdiction of each **merging** corporation are:

<u>Name</u>	<u>Jurisdiction</u>
CONSCIOUS ONE, INC. 707 TORRANCE BLVD. STE 200 REDONDO BEACH, CA 90277	California

Corporation Number: C2482907

Third: The terms and conditions of the merger are as follows:

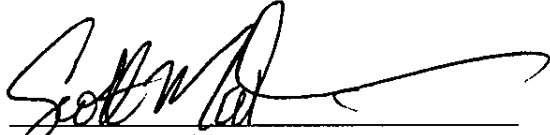
Conscious One, Inc., a California corporation shall be merged into Conscious One, Inc., a Florida corporation and the shareholders of Conscious One, Inc., a California corporation shall become the shareholders of Conscious One, Inc., a Florida corporation.

Fourth: 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:

The shareholders of Conscious One, Inc., a California corporation shall be issued shares of Conscious One, Inc., a Florida corporation so that each shareholder shall own the same percentage of shares as they owned in the merging corporation. Each share of the stock owned by a shareholder in the merging corporation shall be converted into a single share of stock in the surviving corporation.

FIFTH: Signatures of Each Party:

CONSCIOUS ONE, INC., a California corporation

A handwritten signature in black ink, appearing to read "Scott Martineau", written over a horizontal line.

By: Scott Martineau
Its: President

CONSCIOUS ONE, INC., a Florida corporation

A handwritten signature in black ink, appearing to read "Scott Martineau", written over a horizontal line.

By: Scott Martineau
Its: President