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SECRETARY OF STATE  
MAIL ROOMS & TELETYPE

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** HIGH ENERGY MANAGEMENT INC.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

John G. Webb, III  
Contact Person

JGW, INCounsel / John G. Webb, III, Esq.  
Firm/Company

500 International Dr N., Ste. 125  
Address

Budd Lake, NJ 07828  
City, State and Zip Code

webbgc@aol.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John G. Webb, III at (973) 426-8435  
Name of Contact Person Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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**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>Corporate Number</u>
<u>High Energy Management Inc.</u>	<u>New Jersey</u>	<u>0101045787</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<u>AIR WATER ENTROPY ENGINEERING CORP.</u>	<u>Florida</u>	<u>P140000065514</u>

**Third:** The Plan of Merger is attached as Exhibit A.

**Fourth:** The merger shall become effective at the close of business on October 31, 2017.

**Fifth:** Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 12, 2017.

**Sixth:** Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on September 12, 2017.

**Seventh: SIGNATURES FOR EACH CORPORATION:**

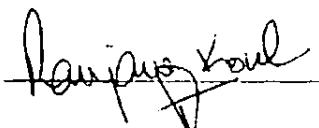

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Air Water Entropy Engineering Corp. (a Florida corporation)		Ranjanana Koul, President
High Energy Management Inc. (a New Jersey corporation)		Ashwani Koul, President

EXHIBIT A  
TO  
CERTIFICATE OF MERGER  
AND  
ARTICLES OF MERGER

OF

AIR WATER ENTROPY ENGINEERING CORP.  
(A FLORIDA CORPORATION)

INTO

HIGH ENERGY MANAGEMENT INC.  
(A NEW JERSEY CORPORATION)

**THE PLAN OF MERGER**

This Plan of Merger is dated September 12, 2017, by and between Air Water Entropy Engineering Corp., a corporation organized under the laws of Florida ("AWEE") and High Energy Management Inc., a corporation organized under the laws of New Jersey (the "Survivor"). AWEE and the Survivor are sometimes referred to collectively as the "Parties." The undersigned have adopted the following Plan of Merger:

**1.1 The Merger.** At the Effective Time (as defined in Section 1.3 hereof), subject to the terms and conditions of the Certificate of Merger and Articles of Merger (as respectively defined in Section 1.3 hereof), AWEE shall be merged with and into the Survivor, whereupon the separate existence of AWEE shall cease, and the Survivor shall continue as the surviving corporation. The Survivor, a New Jersey corporation, in its capacity as the corporation surviving the Merger, is hereinafter sometimes referred to as the "Surviving corporation."

**1.2 Effect of Merger.** The effect of the Merger shall be as set forth in § 607.1106 of the Business Corporation Act of Florida and N.J. Stat. § 14A:10-7, and the Surviving corporation shall succeed to and, without limiting the generality of the foregoing, shall possess all the properties, rights, privileges, immunities, powers, franchises and purposes, and be subject to all the duties, liabilities, debts, obligations, restrictions and disabilities, of AWEE, all without further act or deed.

**1.3 Effective Time.** The Parties hereto will cause a copy of the Certificate of Merger with this Plan of Merger attached (the "Certificate of Merger") to be executed, delivered and filed with the Department of Revenue of the State of New Jersey and will cause a copy of the Articles of Merger with this Plan of Merger attached (the "Articles of Merger") to be executed, delivered and filed with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act and the New Jersey Business Corporation Act, as applicable, and make all other filings or recordings required by New Jersey and Florida law in connection with

the Merger. The Merger shall become effective at the close of business on September 30, 2017 unless earlier abandoned. The date and time whereupon the Merger shall become effective is referred to herein as the "Effective Time."

**1.4 Certificate of Incorporation and Bylaws.** From and after the Effective Time and until further amended in accordance with applicable law, the Certificate of Incorporation of the Survivor shall be amended to change the name of the Survivor to Air Water Entropy Engineering Corp. as of the Effective Time and the amended Certificate of Incorporation of the Surviving corporation shall be the Certificate of Incorporation of the surviving corporation. From and after the Effective Time and until further amended in accordance with applicable law, the Bylaws of the Survivor as in effect at the Effective Time shall be the Bylaws of the Surviving corporation.

**1.5 Taking of Necessary Action, Further Action.** AWEE and the Survivor, respectively, shall each use all commercially reasonable efforts to take all such action as may be necessary or appropriate to effectuate the Merger under the Florida Business Corporation Act and the New Jersey Business Corporation Act, as applicable, at the time specified in Section 1.3 hereof as the "Effective Time." If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving corporation with full right, title and possession to all properties, rights, privileges, immunities, powers and franchises of AWEE, the officers of the Surviving corporation are fully authorized in the name of the Survivor or otherwise to take, and shall take, all such lawful and necessary action.

**1.6 The Manner and Basis of Converting Shares of AWEE into Shares of the Survivor.** Each issued and outstanding share of capital stock of AWEE shall be at the Effective Time converted into and become one fully paid and nonassessable share of Common Stock without par value of the Surviving corporation, and forty-two of such converted shares shall be deemed to be coextensive with the issued and outstanding shares of the Common Stock without par value of the Survivor that were issued and outstanding prior to the Effective Time..


**1.7 Service of Process.** In accordance with the provisions of § 607.1101 of the Florida Business Corporation Act, AWEE hereby agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of High Energy Management Inc., a Florida corporation, as well as for the enforcement of any obligation of the Survivor arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to § 607.1302 of the Florida Business Corporation Act. AWEE, a Florida corporation, hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or proceeding. The Secretary of State of Florida may mail a copy of the service of process to the Surviving corporation, High Energy Management Inc., attention President, 150 Rear, Mountain Avenue, Hackettstown, New Jersey 07840.

IN WITNESS WHEREOF, the Parties hereto have caused this Plan of Merger to be duly executed by their respective authorized signatories as of the date first indicated above.

[SIGNATURES ON FOLLOWING PAGE]

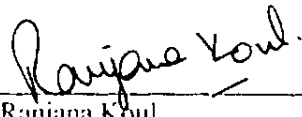
**HIGH ENERGY MANAGEMENT INC.**

By:

  
\_\_\_\_\_  
Ashwani Koul  
President

**AIR WATER ENTROPY ENGINEERING  
CORP.**

By:

  
\_\_\_\_\_  
Ranjana Koul  
President