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MERGER OR SHARE EXCHANGE
WATER QUALITY ENVIRONMENTAL, INC.

Certificate of Status	0
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Merger

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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)
Water Quality Environmental, Inc.	Florida	P16000073163

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Water Quality Environmental, Inc.	California	3523053
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 September 1, 2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 September 1, 2016.

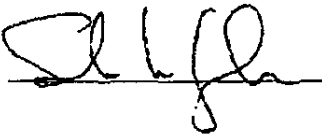
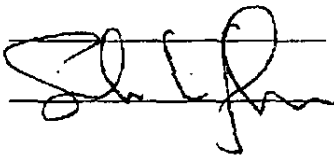
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary).

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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 & Title</u>
<u>Water Quality Environmental, Inc.</u>		<u>Stephen W. Johnson, President</u>
<u>a Florida corporation</u>		
<u>Water Quality Environmental, Inc.</u>		<u>Stephen W. Johnson, President</u>
<u>a California corporation</u>		

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AGREEMENT AND PLAN OF MERGER

SURVIVING ENTITY: Water Quality Environmental, Inc.,
a Florida corporation

MERGING ENTITY: Water Quality Environmental, Inc.,
a California corporation

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into effective this 1st day of September, 2016, by and between Water Quality Environmental, Inc., a California corporation ("California Corporation"), and Water Quality Environmental, Inc., a Florida corporation ("Florida Corporation"). The California Corporation and Florida Corporation are collectively referred to herein as the "Constituent Corporations."

RECITALS

A. California Corporation desires to change its place of incorporation and principal place of business from California to Florida. The shareholders of California Corporation organized and incorporated Florida Corporation in the state of Florida, with the intention that such newly-incorporated corporation would continue the business of California Corporation.

B. The Constituent Corporations desire to have Florida Corporation continue the business of California Corporation by effecting a plan of merger that will result in the merger of the California Corporation into the Florida Corporation with the Florida Corporation as the surviving corporation.

C. The Constituent Corporations desire to effect a merger on the terms set forth in this Agreement. The Constituent Corporations intend the merger to be a reorganization within the meaning of IRC §368(a)(1)(A).

AGREEMENT

The Constituent Corporations mutually agree as follows:

**SECTION 1
MERGER OF CONSTITUENT CORPORATIONS**

1.1 Merger. On the Effective Date (as that term is defined in Section 1.3 of this Agreement), California Corporation will be merged with and into Florida Corporation, the separate existence of California Corporation will cease, and Florida Corporation will survive as a corporation under the name Water Quality Environmental,

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Inc. (the "Surviving Corporation"), organized under and governed by the laws of the state of Florida. From that time, the Surviving Corporation will possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations. Also from that time, all property belonging to California Corporation will be transferred to and vested in the Surviving Corporation without further act or deed, and the Surviving Corporation will be responsible for all liabilities of each of the Constituent Corporations.

1.2 Further Assurances. From time to time after the Effective Date, the officers and directors of California Corporation who were last in office will execute and deliver such deeds and other instruments and will cause to be taken such further actions as will reasonably be necessary in order to vest or perfect in the Surviving Corporation title to and possession of all the property, interests, assets, rights, privileges, immunities, and franchises of California Corporation.

1.3 Effective Date. The merger of California Corporation and Florida Corporation will become effective on the filing of Articles of Merger with the Florida Secretary of State (the "Effective Date").

SECTION 2

ARTICLES OF INCORPORATION, BYLAWS, DIRECTORS AND OFFICERS

On the Effective Date:

2.1 Articles of Incorporation. The Articles of Incorporation of Florida Corporation as in effect immediately before the Effective Date will be the Articles of Incorporation of the Surviving Corporation until amended or repealed.

2.2 Bylaws. The bylaws of Florida Corporation as in effect immediately before the Effective Date will be the bylaws of the Surviving Corporation until amended or repealed.

2.3 Directors and Officers. The board of directors of the Surviving Corporation will consist of the persons who are directors of Florida Corporation immediately before the Effective Date, and they will hold office in each case until their successors are elected and qualify. The officers of the Surviving Corporation will be the persons who are the officers of Florida Corporation immediately before the Effective Date, and they will hold office in each case at the pleasure of the board of directors of the Surviving Corporation.

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SECTION 3 MANNER AND BASIS OF CONVERTING SHARES

3.1 Conversion of Shares. By virtue of the merger and without any action on the part of any holder of the shares of common stock of California Corporation, or the holder of the shares of common stock of Florida Corporation, as of the Effective Date:

3.1.1 Each share of common stock of California Corporation that is issued and outstanding immediately before the Effective Date will be canceled without any additional consideration.

3.1.2 Each share of common stock of Florida Corporation that is issued and outstanding immediately before the Effective Date will continue to be an issued and outstanding share of common stock of the Surviving Corporation.

3.2 Certificates for Shares. Each certificate that, before the Effective Date, represented shares of common stock of Florida Corporation, from and after the Effective Date, will represent shares of common stock of the Surviving Corporation. Each certificate that, before the Effective Date, represented shares of common stock of California Corporation, from and after the Effective Date, will be canceled and shall cease to exist.

SECTION 4 CONDITIONS

The obligation of the Constituent Corporations to effect the merger is subject to the satisfaction or waiver of each of the following conditions:

4.1 This Agreement will have been duly approved by the board of directors of California Corporation and Florida Corporation.

4.2 This Agreement will have been approved by the holders of a majority of the outstanding shares of common stock of California Corporation entitled to vote on the matter and by the holders of a majority of the outstanding shares of common stock of Florida Corporation entitled to vote on the matter.

SECTION 5 TERMINATION

5.1 Failure of Shareholder Approval. This Agreement will automatically terminate in the event that it is brought to a vote and not adopted by the holders of a majority of the outstanding shares of common stock of either California Corporation or Florida Corporation, respectively, entitled to vote thereon.

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5.2 Other Termination. This Agreement may be terminated and the merger abandoned at any time before the Effective Date, whether before or after submission to or approval by the shareholders of either of the Constituent Corporations, by mutual agreement of the boards of directors of California Corporation and Florida Corporation.

5.3 Effect of Termination. If this Agreement is terminated as provided in this Section 5, this Agreement will become wholly void and of no effect, each party will bear its own expenses, and there will be no liability or obligation on the part of either party.

SECTION 6 MISCELLANEOUS PROVISIONS

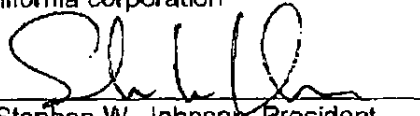
6.1 Waivers. Each party, by written instrument, may extend the time for performing any of the obligations or other acts of the other party, waive compliance with any of the covenants of the other party, waive performance of any of the obligations of the other party set forth in this Agreement, or waive any condition to its obligation to effect the merger other than the conditions contained in Sections 4 and 5 of this Agreement.

6.2 Amendment. This Agreement may be amended at any time before the Effective Date, with approval of the respective boards of directors of the Constituent Corporations.

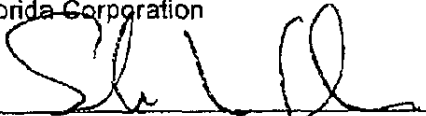
6.3 Expenses. Each party will pay the expenses incurred by it in connection with the transactions contemplated hereby.

IN WITNESS WHEREOF, the parties have entered into this Agreement effective as of the date first written above.

WATER QUALITY ENVIRONMENTAL, INC.,
a California corporation

By: 
Stephen W. Johnson, President

WATER QUALITY ENVIRONMENTAL, INC.,
a Florida Corporation

By: 
Stephen W. Johnson, President

*15823-002\AGREEMENT AND PLAN OF MERGER - CA TO FL (02379428).1

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