

P95000089630

SCENTAIR TECHNOLOGIES, INC.

511 Roper Parkway
Ocoee, Florida 34761
Telephone: 407.654.8111
Facsimile: 407.654.7080
e-mail: info@scentair.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 22 PM 12:41

August 21, 2000

VIA FEDERAL EXPRESS

500002367365--3
-08/22/00--01053--002
*****87.50 *****87.50

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Merger

Dear Sir or Madam:

Enclosed with this letter for filing with the Department of State of the State of Florida are Articles of Merger and a Plan of Merger bearing the original signatures of authorized agents of Scentair Technologies, Inc., a California corporation, and Fragrance Technologies, a Florida corporation, for the purpose of effectuating a short-form merger under the provisions of Sections 607.1104 and 607.1105, Florida Statutes. Also enclosed is a check payable to the Florida Department of State in the amount of \$87.50 (\$70 filing fee, plus \$17.50 for two (2) certified copies of the enclosed filings). Please return to our offices two certified copies of the enclosed filings.

The holders of all of the outstanding shares of Scentair Technologies, have waived the mailing requirements of Section 607.1104, Florida Statutes.

Thank you for your attention to this matter.

Sincerely yours,

SCENTAIR TECHNOLOGIES,
INC., a California corporation

By: Janice G. Martin President
Its: Janice G. Martin President
SM

Merger

V. SHEPARD

V. SHEPARD SEP 6 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

FRAGRANCE TECHNOLOGIES INC, a Florida corporation, P95000089630

INTO

SCENTAIR TECHNOLOGIES, INC.. a California corporation not qualified in
Florida

File date: August 22, 2000

Corporate Specialist: Velma Shepard

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 22 PM 12:41

ARTICLES OF MERGER

of

FRAGRANCE TECHNOLOGIES, INC.

into

SCENTAIR TECHNOLOGIES, INC.

FIRST: **FRAGRANCE TECHNOLOGIES, INC.**, (hereinafter referred to as the "Parent Entity"), a corporation organized under the laws of the jurisdiction of Florida, owns all the outstanding shares of each class of the capital stock of **SCENTAIR TECHNOLOGIES, INC.**, a corporation organized under the laws of the jurisdiction of California ("Subsidiary Entity"), the laws of which permit this merger.

SECOND: A Plan of Merger attached hereto at Exhibit A was adopted by each constituent entity whereby the Parent Entity is to be merged into the Subsidiary Entity (the "Merger").

THIRD: The Board of Directors and shareholders of the Parent Entity on August 8, 2000, unanimously approved and adopted the Plan of Merger of the Parent Entity into the Subsidiary Entity.

FOURTH: The Board of Directors and shareholders of the Subsidiary Entity on August 8, 2000, unanimously approved and adopted the Plan of Merger of the Parent Entity into the Subsidiary Entity.

FIFTH: The Merger shall be effective upon the filing of these Articles of Merger.

FRAGRANCE TECHNOLOGIES, INC.,
a Florida corporation

SCENTAIR TECHNOLOGIES, INC., a
California corporation

By Janice G. Martin Pres. 8-21-00
Janice G. Martin, President Date

By Janice G. Martin President 8-21-00
Janice G. Martin, President Date

By David A. Martin Sec. 8-21-00
David A. Martin, Secretary Date

By David A. Martin Sec 8-21-00
David A. Martin, Secretary Date

EXHIBIT A

Plan of Merger

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") is made and entered into, effective on the date set forth below, with respect to the proposed merger of **FRAGRANCE TECHNOLOGIES, INC.**, a Florida corporation ("Parent"), with and into **SCENTAIR TECHNOLOGIES, INC.**, a California corporation ("Subsidiary"), with reference to the following facts:

RECITALS:

- A. Parent owns the sole issued and outstanding share of the capital stock of Subsidiary.
- B. The members of the Board of Directors of Parent, and the members of the Board of Directors of Subsidiary, have elected to cause Parent to merge into Subsidiary effective on August 8, 2000, and to cause (i) each outstanding share of Subsidiary's common stock to be canceled, and (ii) each outstanding share of the common capital stock of Parent to be converted into One Thousand Six Hundred and Forty-nine and Five Hundred and Thirty-nine Thousandths (1,649.539) shares of the common capital stock of Subsidiary.
- C. The parties contemplate executing that certain Agreement of Merger dated effective August 8, 2000 (the "Merger Agreement"), to memorialize the terms and conditions of the merger.

PLAN:

NOW, THEREFORE, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. MERGER

1.1 MERGER. Parent shall be merged into Subsidiary under the laws of California and Florida. Subsidiary shall be the "surviving corporation" for purposes of Section 1101(c) of the California Corporations Code, and Section 607.1104, Florida Statutes.

1.2 MERGER EFFECTIVE DATE. Such merger shall be effective on the date on which there is filed (a) with the Secretary of State of the State of California either a Certificate of Ownership or a certified copy of this Plan, in compliance with Section 1110 of the California Corporations Code, and (b) with the Department of State of the State of Florida Articles of Merger in compliance with applicable provisions of Florida law.

2. CONVERSION OF SHARES

2.1 PARENT'S OUTSTANDING SHARES. Parent currently has outstanding Three Thousand (3,000) shares of its common capital stock.

2.2 SUBSIDIARY'S OUTSTANDING SHARES. Subsidiary currently has outstanding One (1) share of its common capital stock.

2.3 FURTHER SHARE ISSUANCE. From and after the effective date of this Plan and through the effective date of the merger, neither corporation shall issue any further or additional shares of its capital stock without the prior written consent of the other party to this Agreement.

2.4 CONVERSION. As of the effective date of the merger, each outstanding share of the common capital stock of Parent automatically shall be converted into One Thousand Six Hundred and Forty-Nine and Five Hundred and Thirty-Nine Thousandths (1,649.539) shares of the common capital stock of Subsidiary.

2.5 SHARE CERTIFICATE. Promptly after the effective date of the merger, each holder of the outstanding shares of Parent shall properly endorse and surrender to Subsidiary each share certificate evidencing the shares of Parent owned by such holder, and upon such surrender shall receive in exchange a certificate evidencing the number of shares of Subsidiary's capital stock owned by such holder in accordance with Section 2.4, above.

3. ABANDONMENT OF MERGER

Prior to the effective date of the merger, the merger transaction may be abandoned only by the mutual written consent of the Parent and the Subsidiary.

4. BOARD OF DIRECTORS

The present Board of Directors of Subsidiary shall continue to serve as the Board of Directors of the Subsidiary until the next annual meeting of the Shareholders of the Subsidiary or until such time as their successors have been elected and qualified.

5. SHAREHOLDERS RIGHT TO DISSENT

Notwithstanding the application of Section 607.1104, Florida Statutes, which sets forth a procedure for merging a parent corporation into its subsidiary without the approval of the shareholders of the constituent entities, a shareholder of Subsidiary who dissents from the merger pursuant to Section 607.1320, Florida Statutes, may be entitled to be paid the fair market value of their shares if they comply with the provisions of the Florida Business Corporations Act regarding the rights of dissenting shareholders.

6. ARTICLES AND BYLAWS

6.1 ARTICLES OF INCORPORATION. The articles of incorporation of Subsidiary in effect on the effective date of the merger shall continue in full force and effect after such date and until such document may be amended lawfully remain in effect.

6.2 BYLAWS. The bylaws of Subsidiary in effect on the effective date of the merger shall continue in full force and effect after such date and until such document may be amended by lawful action of the Shareholders or Board of Directors of the Subsidiary.

7. EFFECTIVE DATE

The effective date of this Plan shall be August 8, 2000.

IN WITNESS WHEREOF, the undersigned have executed this Agreement, effective on the date set forth above.

FRAGRANCE TECHNOLOGIES, INC., a
Florida corporation

By Janice G. Martin, President
Janice G. Martin, President

August 21, 2000
Date

SCENTAIR TECHNOLOGIES, INC., a
California corporation

By Janice G. Martin, President
Janice G. Martin, President

August 21, 2000
Date