

P97000056301

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

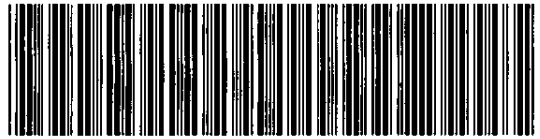
(Business Entity Name)

(Document Number)

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12/17/09--01038--008 \*\*70.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
09 DEC 28 AM 10:15

EFFECTIVE DATE

12/31/09

Merger  
@ 12/29/09

LAW OFFICE OF  
**JEFFREY L. SAUEY, P.A.**  
1721 S.E. 16TH AVENUE, SUITE 101  
OCALA, FLORIDA 34471

JEFFREY L. SAUEY\*\*  
\*LL.M. IN TAXATION  
\*BOARD CERTIFIED TAX LAWYER  
*Florida Bar Board of Legal  
Specialization and Education*

TELEPHONE  
(352) 402-0300  
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December 23, 2009

Via Federal Express  
8696-4400-9063

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Hydromentia

Dear Sir:

Enclosed please find the following:

1. Copy of Letter from Florida Department of State dated December 18, 2009; and
2. Articles of Merger with attached Plan of Merger.

Please return to me a conformed copy once it has been filed. I previously provided you with a check in the amount of \$70.00 for filing the Articles of Merger which you retained.

Thank you for your assistance in this matter and should you have any questions, please feel free to contact me.

Sincerely yours,

~~JEFFREY L. SAUEY~~ *Jeffrey L. Sauey*  
\_\_\_\_\_  
Jeffrey L. Sauey

JLS:llg  
Enclosures stated



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 18, 2009

JEFFREY L. SAUEY, P.A.  
1721 SE 16TH AVE  
SUITE 101  
OCALA, FL 34471

COPY

received  
12-18-09

SUBJECT: HYDROMENTIA, INC.  
Ref. Number: P97000056301

We have received your document for HYDROMENTIA, INC. and your check(s), totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 709A00038590

2009 DEC 28 AM 8:00  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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 (2009).

FIRST - SURVIVING CORPORATION

The name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Document Number</u>
HYDROMENTIA, INC., a Florida Corporation	P97000056301

SECOND - MERGING CORPORATION

The name and jurisdiction of the merging corporation is as follows:

<u>Name</u>	<u>Charter Number</u>
AQUATIC BIOENHANCEMENT SYSTEMS, INC., a Texas Corporation	01330786

THIRD - PLAN OF MERGER

The Plan of Merger is attached to these Articles of Merger.

FOURTH - EFFECTIVE DATE

The merger shall become effective on the close of business on December 31, 2009.

FIFTH - SHAREHOLDER APPROVAL (Surviving Corporation)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 1, 2009.

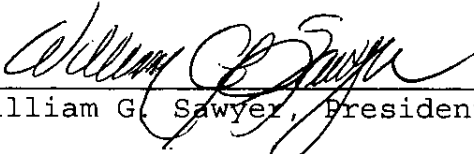
SIXTH - SHAREHOLDER APPROVAL (Merging Corporation)

The Plan of Merger was adopted by the shareholders of the merging corporation on November 30, 2009.

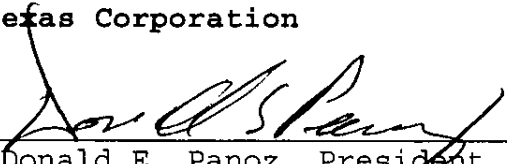
FILED  
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TALLAHASSEE, FLORIDA  
09 DEC 28 AM 10:15

SEVENTH - SIGNATURES FOR EACH CORPORATION

HYDROMENTIA, INC., a Florida Corporation

By:   
William G. Sawyer, President

AQUATIC BIOENHANCEMENT SYSTEMS, INC,  
a Texas Corporation

By:   
Donald E. Panoz, President

PLAN OF MERGER OF  
AQUATIC BIOENHANCEMENT SYSTEMS, INC.  
INTO HYDROMENTIA, INC.

WHEREAS, HydroMentia, Inc., a Florida corporation, desires to merge with Aquatic BioEnhancement Systems, Inc., a Texas corporation, with HydroMentia, Inc. surviving;

WHEREAS, Aquatic BioEnhancement Systems, Inc., a Texas corporation desires to merge with HydroMentia, Inc., a Florida corporation, with HydroMentia, Inc. surviving.

NOW, THEREFORE, the Directors and the Shareholders of HydroMentia, Inc., a Florida corporation, and the Directors and the Shareholders of Aquatic BioEnhancement Systems, Inc., a Texas corporation, do hereby agree to the following Plan of Merger:

1. HydroMentia, Inc., a Florida corporation, has a business in which capital investment to date has been substantial. As the valuation of this corporation is difficult due to its development of new technology, it is agreed for purposes of this merger that the total value of the corporation is the total amount of capital investment.

2. Aquatic BioEnhancement Systems, Inc., a Texas corporation, has a business in which capital investment to date has also been substantial. As the valuation of this corporation is difficult due to its development of new technology, it is agreed for purposes of this merger that the total value of the corporation is the total amount of capital investment. The value of the stock owned by it in Hydromentia, Inc. has been considered in determining the total value of the corporation, and such stock will be cancelled as part of this merger.

3. HydroMentia, Inc., a Florida corporation, has 18,535,935 shares of common stock issued and outstanding. HydroMentia, Inc. currently has total authorized shares of 20,000,000, and it will be increasing the number of authorized shares to 40,000,000, some of which will be issued in connection with this merger.

4. Aquatic BioEnhancement Systems, Inc., a Texas corporation, has 3,808,355 shares of common stock issued and outstanding, and all of such shares will be converted into shares of HydroMentia, Inc. pursuant to this merger.

5. Based on the relative valuations of the corporations, it is agreed that the existing shareholders of HydroMentia, Inc. will own Seventy-One and 64/100 Percent (71.64%) of the surviving corporation, and the existed shareholders of Aquatic BioEnhancement Systems, Inc. will own Twenty-Eight and 36/100 Percent (28.36%) of the surviving corporation.

6. To accomplish the percentage ownership referenced in Paragraph 5. above, the existing shareholders of HydroMentia, Inc. will retain the shares of stock owned by them, and the existing shareholders of Aquatic BioEnhancement Systems, Inc. will be converted into shares of HydroMentia, Inc., based on each share of Aquatic BioEnhancement Systems, Inc. being converted into 1.800053619 shares of HydroMentia, Inc., and all fractional shares will be round up or down to the nearest whole share.

7. HydroMentia, Inc., a Florida corporation will be the surviving corporation following the merger, and Aquatic BioEnhancement Systems, Inc., a Texas corporation, will cease to exist following the merger.

8. The Board of Directors of both corporations shall approve the Plan of Merger and recommend it to their respective shareholders, and at least a majority of the shareholders of HydroMentia, Inc., and at least two-thirds (2/3) of the shareholders of Aquatic BioEnhancement Systems, Inc., must agree to the terms of this Plan of Merger, before such transaction will be consummated.

9. The Board of Directors of both corporations reserve the right to abandon this Plan of Merger at any time prior to its completion, for any reason, including but not limited to non-approval of the Plan of Merger by any of the shareholders of either corporation.

10. The effective date of the merger shall be the close of business on December 31, 2009.