

P97000103098

(Requestor's Name)

(Address)

TELEPHONE

954-442-8331

ENZYMATIC ODOR SOLUTIONS INC

1811 BAYBERRY DR

PEMBROKE PINES

FL 33024-3091

☐ PICK-UP

☐ WAIT

☐ MAIL

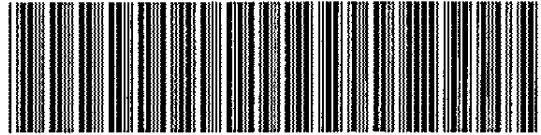
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/30

**Articles of Merger
Between**

**Enzymatic Odor Solutions, Inc.
(A Florida Corporation)
and**

**Bi-03-Zyme, Inc.
(A Texas Corporation)**

Article I, Plan of Merger

Pursuant to the provisions of Title XXXVI, Chapter 607 of the Florida Statutes and article 5.04 of the Texas Business Corporation Act, the following plan of merger was adopted unanimously by the shareholders of each corporation below and the undersigned corporations certify the following articles of merger adopted for the purpose of effecting a merger.

1.01 INASMUCH as Bi-03-Zyme, Inc. primarily markets a proprietary mini-scrubber that aids in odor control and Enzymatic Odor Solutions, Inc. primarily markets a turbo mist system that also aids in odor control and, in that the two marketing efforts complement each other and that combining the corporations would result in efficiencies and economies of scale, and in that the stock of the two corporations are owned by the same shareholders, is agreed that Bi-03-Zyme, Inc. shall be merged into Enzymatic Odor Solutions, Inc. (the Surviving Corporation).

1.02 The name and state of incorporation of each of the merging corporations are Bi-03-Zyme, Inc., a Texas corporation, and Enzymatic Odor Solutions, Inc., a Florida corporation.

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

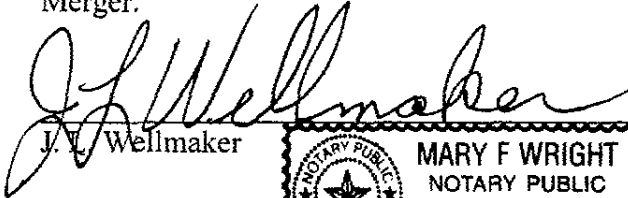
- A. All right, title and interest in and to all property of Bi-03-Zyme, Inc., whether such property be real, personal or mixed, wheresoever situated, shall be transferred, assigned and conveyed to the surviving corporation, Enzymatic Odor Solutions, Inc.
- B. All other rights, duties and obligations of Bi-03-Zyme, Inc. shall be assigned and delegated to the surviving corporation, Enzymatic Odor Solutions, Inc.
- C. The authorized capital stock of Bi-03-Zyme, Inc. consists of two hundred fifty thousand (250,000) shares of Common Stock, no par value. One hundred thousand (100,000) shares of Common Stock are issued and outstanding.
- D. The authorized capital stock of Enzymatic Odor Solutions, Inc. consists of one thousand (1,000) shares of Common Stock, no par value. One thousand (1,000) shares of Common Stock are issued and outstanding.
- E. The effective date of the merger shall be on the date of filing with the State of Florida or the State of Texas, whichever is later.
- F. Upon the effective date of the merger, all outstanding fully paid shares of Bi-03-Zyme, Inc common stock shall be returned and cancelled.

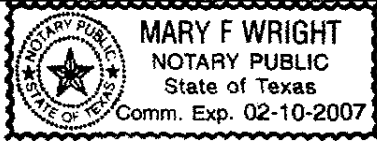
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TALLAHASSEE, FL 32310

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- G. Upon the effective date of the merger, each shareholder will receive one (1) share of Enzymatic Odor Solutions, Inc. common stock for every one hundred (100) shares of Bi-03-Zyme Inc. stock that is returned and cancelled.
- H. The Articles of Incorporation of the surviving corporation, Enzymatic Odor Solutions, Inc., shall remain in effect and unchanged except for ARTICLE IV which **shall be amended to increase the maximum number of shares from 1,000 to 2,000 and shall read:**
- “The maximum number of shares this Corporation is authorized to issue is two thousand (2,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.”
- I. The Corporate Bylaws of the surviving corporation, Enzymatic Odor Solutions, Inc., shall remain in effect and unchanged.
- J. Upon the effective date of the merger, Bi-03-Zyme, Inc. shall be dissolved and cease to exist.

Article II, Adoption of the Plan of Merger

The undersigned, being all of the shareholders of record of Enzymatic Odor Solutions, Inc. and Bi-03-Zyme, Inc. do hereby unanimously adopt and approve the above Plan of Merger.


J. L. Wellmaker




12-02-03
Date

The aforesigned appeared before me and signed this 2 day of Dec, 2003. My commission expires: 2-10-07: Mary F. Wright
Notary Public


J. Michael Durham

12/12/03
Date




Annette Morales
MY COMMISSION # DD207370 EXPIRES
April 30, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

The aforesigned appeared before me and signed this 12 day of DEC, 2003. My commission expires: 4/30/07: [Signature]
Notary Public

Article III, Adoption of the Articles of Merger


The undersigned, being an officer of each corporation, certifies the adoption of these articles of merger.

Enzymatic Odor Solutions, Inc.


J. Michael Durham, President

12/12/03
Date

Bi-03-Zyme, Inc.


J. Michael Durham, President

12/12/03
Date

Certificate of Merger

Between

Enzymatic Odor Solutions, Inc.
(A Florida Corporation)

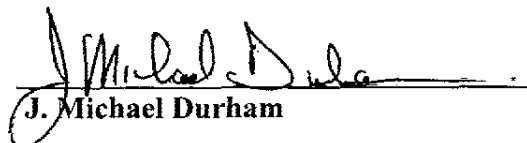
and

Bi-03-Zyme, Inc.
(A Texas Corporation)

The undersigned, being the President of Enzymatic Odor Solutions, Inc., a Florida Corporation, DOES HEREBY CERTIFY as follows:

1. The name and state of incorporation of each of the merging corporations are Bi-03-Zyme, Inc., a Texas corporation, and Enzymatic Odor Solutions, Inc., a Florida corporation.
2. A plan of merger has been approved, adopted, certified, and acknowledged by each of the merging corporations.
3. The name of the surviving corporation is Enzymatic Odor Solutions, Inc.
4. The Articles of Incorporation as currently filed with the Florida Department of State shall be the Articles of Incorporation of the surviving corporation and shall remain unchanged except for ARTICLE IV which **shall be amended to increase the maximum number of shares from 1,000 to 2,000 and shall read:**

“The maximum number of shares this Corporation is authorized to issue is two thousand (2,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.”
5. The executed Plan of Merger is on file at the principle business office of the surviving corporation: 1811 Bayberry Drive, Pembroke Pines, FL 33024.
6. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any current stockholder of the merging corporations and to any creditor or obligee of the merging corporations.
7. The authorized capital stock of Bi-03-Zyme, Inc. consists of two hundred fifty thousand (250,000) shares of Common Stock, no par value.
8. The authorized capital stock of Enzymatic Odor Solutions, Inc. (after the above amendment to the Articles of Incorporation) consists of two thousand (2,000) shares of Common Stock, no par value.
9. This Certificate of Merger shall become effective on the date of filing with the State of Florida or the State of Texas, whichever is later.


J. Michael Durham

12/12/03
Date