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V68815

May 12, 1999

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-05/18/99-01005-001
*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Clean Advantage Inc.
Document No.: V68815

Dear Sir or Madame:

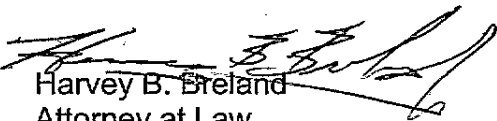
The above referenced Florida Corporation is being merged into a South Carolina corporation. The South Carolina Corporation will be the surviving corporation.

Please find enclosed two original Articles of Merger for profit corporations, each of which has a plan of merger attached. Also enclosed is draft #008835 in the amount of \$70.00 for the filing fees.

Please file these Articles of Merger immediately and return copies of all appropriate documentation to my office.

I hope the documentation and fees provided are sufficient for filing. Should you need anything further, please contact me directly.

Sincerely,


Harvey B. Breland
Attorney at Law

HBB/klr
CC: Clean Advantage Inc.

*Spoke to Trisha
about name 5-26-99
HBS*

*Merger
5-27-99
HBS*

FILED
99 MAR 18 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE CLEAN ADVANTAGE, INC. a Florida corporation, V68815.

INTO

CLEAN ADVANTAGE PLUS, INC., a South Carolina corporation not qualified in
Florida.

File date: May 18, 1999

Corporate Specialist: Doug Spitler

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, F.S.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Clean Advantage Plus, Inc.</u>	<u>South Carolina</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>The Clean Advantage, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
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99 MAR 18 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached. SEE 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 in the future.)

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 January 12, 1999

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 January 12, 1999

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)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
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<u>Clean Advantage Plus, Inc.</u>	<u><i>Linda K. Black</i></u>	<u>Linda K. Black, President/Secretary</u>
	<u><i>Robert C. Black</i></u>	<u>Robert C. Black Vice President</u>

<u>The Clean Advantage, Inc.</u>	<u><i>Linda K. Black</i></u>	<u>Linda K. Black, President/Secretary</u>
	<u><i>Robert C. Black</i></u>	<u>Robert C. Black, Vice President</u>

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Clean Advantage Plus, Inc.</u>	<u>South Carolina</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>The Clean Advantage, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows: SEE ATTACHED

PLAN OF MERGER

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHED PLAN OF MERGER

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

SEE ATTACHED PLAN OF MERGER

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
of
THE CLEAN ADVANTAGE, INC.
(a Florida corporation)
into
CLEAN ADVANTAGE PLUS, INC.
(a South Carolina corporation)

The

Upon approval of the shareholders and boards of directors of Clean Advantage, Inc. (a Florida corporation) and Clean Advantage Plus, Inc. (a South Carolina corporation),^{The} in accordance with the respective laws of their states of incorporation, Clean Advantage, Inc. shall be merged into Clean Advantage Plus, Inc. in accordance with the terms of this Plan of Merger.

Clean Advantage Plus, Inc. shall be the surviving corporation. The shareholders of Clean Advantage Plus, Inc. shall be entitled to a cash price of \$5.00 per share, payable by the surviving corporation within ten (10) days of the effective date of the merger, upon surrender of the certificate evidencing the shares.

The

When the merger takes effect, Clean Advantage, Inc. shall cease to exist, and all of its property, rights, and liabilities shall belong to the surviving corporation, Clean Advantage Plus, Inc. Each share in Clean Advantage, Inc. shall become a share in the surviving corporation when the merger becomes effective. Each holder of shares^{The} in Clean Advantage, Inc. shall be entitled to a new certificate evidencing the shares in the surviving corporation, which shall be issued upon surrender of the certificate evidencing the shares.

The merger shall take effect upon the filing of the Articles of Merger with the South Carolina Secretary of State, following the filing of the Articles of Merger with the Florida Department of State.

The Articles of Merger shall amend the Articles of Incorporation of Clean Advantage Plus, Inc., the surviving corporation, changing its name to Clean Advantage, Inc. (a South Carolina corporation).