

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

AIRSTAR AMERICA, INC.

RECEIVED
03 JUN 26 PM 4: 57
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6/30/03
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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Airstar America, Inc.</u>	<u>Delaware</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Airstar Lighting, Inc.</u> <i>Balloons USA</i>	<u>Florida</u>	<u>P970000666</u>

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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 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 03/30/03

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 03/30/03



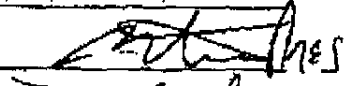

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Airstar America, Inc.		PIERRE CHABERT President
Airstar America, Inc.		BENOIT BEYLIER Secretary
Airstar Lighting, Inc. ^{Baltimore VA}		DAVE PETERS President
Airstar Lighting, Inc.		BENOIT BEYLIER Secretary

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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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Airstar America, Inc.</u>	<u>Delaware</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Airstar Lighting, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

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:

(Attach additional sheets if necessary)

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PLAN OF MERGER – ADDITIONAL SHEET

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

Currently the Shareholders of Airstar Lighting Balloons USA, Inc (i.e. Florida) are:

Dave Peters	40% of outstanding stock
Dean Pritchard	40% of outstanding stock
Airstar France	20% of outstanding stock.

Currently the shareholders of Airstar America Inc (i.e. Delaware) are:

Benoit Beylier	15% of outstanding stock
Airstar France	85% of outstanding stock

After the merger, the shareholders of the surviving Delaware corporation are:

Dave Peters	13% of outstanding stock
Dean Pritchard	24% of outstanding stock
Benoit Beylier	8% of outstanding stock
Airstar France	55% of outstanding stock

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving 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:

Except for the stock for stock exchange set forth in "Third" above, there will be:

- No conversion of obligation, in whole or in part,
- No conversion of any other securities other than common stock, in whole or in part,
- No conversion into cash or other property, in whole or in part,
- No modification of rights to acquire shares, obligations or other securities, in whole or in part.

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FAX:850 521 1010
DOLAND & GOULD LLP

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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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
None

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