

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>EXOSPHERE AIRCRAFT COMPANY, INC.</u>	<u>FL</u>	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>EXOSPHERE AIRCRAFT COMPANY, INC.</u>	<u>WY</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
 09 MAR - 3 AM 8:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 after merger file date.)

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 Feb. 10, 2009.

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 Feb. 10, 2009.

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)

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, 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>EXOSPHERE AIRCRAFT COMPANY, INC.</u>	<u>FL</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>EXOSPHERE AIRCRAFT COMPANY, INC.</u>	<u>WY</u>
_____	_____
_____	_____
_____	_____

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

The articles of the surviving corporation, previously filed, shall survive and govern.

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:

All shares of stock owned by Exosphere Aircraft Company, Inc., a Wyoming corporation (merging) at the time of the merger shall become the shares of Exosphere Aircraft Company, Inc., a Florida corporation (surviving).

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

no changes

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

none

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

EXOSPHERE AIRCRAFT COMPANY, INC.

(FL)

David Rees

CEO, David M. Rees

EXOSPHERE AIRCRAFT COMPANY, INC.

(WY)

David Rees

CEO, David M. Rees

