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MERGER OR SHARE EXCHANGE

CARIMEX CONVERSION, L.L.C.

Certificate of Status	0
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M. Thomas SEP 15 2005

ARTICLES OF MERGER

OF CARIMEX, INC.

INTO

CARIMEX CONVERSION, L.L.C.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, the undersigned Carimex, Inc., a Florida for-profit corporation ("Carimex Inc."), and Carimex Conversion, L.L.C., a Florida limited liability company ("Carimex LLC"), adopt the following Articles of Merger for the purpose of merging Carimex Inc. into Carimex LLC:.

ARTICLE I.

The names and types of the constituent entities and the States under the laws of which they are respectively organized are:

Name of Entity	Type of Entity	State
Carimex, Inc. – V68140	For Profit Corporation	Florida
Carimex Conversion, L.L.C.	Limited Liability Company	Florida

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ARTICLE II.

The surviving entity is Carimex LLC, a Florida limited liability company, and it is to be governed by the laws of the State of Florida. Pursuant to the terms of the Plan of Merger, Carimex LLC, whose original name is Carimex Conversion, L.L.C., has changed its name to Carimex, LLC.

ARTICLE III.

The Plan of Merger was approved by the unanimous consent of the shareholders and directors of Carimex Inc. in the manner prescribed by Florida Statutes, section 607.1103 and by the unanimous consent of the managers and consent of the sole member of Carimex Conversion, L.L.C. in the manner prescribed by Florida Statutes, section 608.4381, effective November 18, 2003.

ARTICLE IV.

The Plan of Merger is attached hereto as Exhibit A.

[signatures continued on next page]

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[signature page to Articles of Merger dated
August 25, 2005]

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on this 25
day of August, 2005.

Carimex, Inc.

By: ______________________
José Ramón Brea, President

Carimex Conversion, L.L.C. (n/k/a Carimex, LLC)

By: ______________________
José Ramón Brea, Manager

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Exhibit A

AGREEMENT AND PLAN OF MERGER

and

AMENDED ARTICLES OF ORGANIZATION

THIS AGREEMENT AND PLAN OF MERGER AND AMENDED ARTICLES OF ORGANIZATION, effective as of August 25, 2005, is made between Carimex, Inc., a for-profit Florida corporation ("Carimex, Inc."), and Carimex Conversion, L.L.C., a Florida limited liability company ("Carimex L.L.C.").

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RECITALS

A. Carimex, Inc., is a for-profit corporation organized and existing under the laws of the State of Florida.

B. Carimex L.L.C., is a limited liability company organized and existing by virtue of the laws of the State of Florida.

C. The board of directors and shareholders of Carimex, Inc. and the managers of Carimex L.L.C. deem it desirable and in their best interests that Carimex, Inc. be merged into Carimex Conversion, L.L.C. (as described in greater detail herein, the "Merger") and have adopted this plan of merger as of the 25 day of August, 2005.

AGREEMENT

In consideration of the mutual covenants contained herein and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties agree as follows:

1. *Recitals*. The foregoing recitals are true and correct and are incorporated herein.

2. *Surviving Company*. The surviving entity of the Merger shall be Carimex L.L.C. and it shall be a Florida limited liability company governed by the laws of the State of Florida. As set forth below, the surviving company shall amend its Articles of Organization to reflect a name change to Carimex, LLC.

3. *Capital Structure Prior to Merger*. With respect to each entity, prior to the Merger the number of issued, authorized and outstanding shares or interests are as follows:

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	AUTHORIZED	ISSUED	OUTSTANDING
Carimex, Inc. (a Florida for-profit corporation)	501 shares common stock, $1.00 par value	100	100
Carimex Conversion, L.L.C. (a Florida limited liability company)	100 percent participation percentage	100 percent participation percentage	100 percent participation percentage

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With respect to Carimex, Inc., there is only one class or series of stock and all stock once issued can vote without restriction. With respect to Carimex Conversion, L.L.C., each member is entitled to one vote for each one percent participation percentage owned.

4. ***Amended Articles of Organization.*** Article I of the Articles of Organization of Carimex, LLC is hereby amended to read in their entirety as follows:

I.
Name.

The name of the limited liability company is Carimex, LLC.

5. ***Approval of Plan.*** This Agreement and Plan of Merger and Amended Articles of Organization and the Articles and Certificate of Merger were duly approved and adopted by unanimous vote of the board of directors and shareholders of Carimex, Inc. and by unanimous vote of the managers and members of Carimex Conversion, L.L.C..

6. ***Plan of Merger.*** On the effective date of the Merger:

(a) Every 20 shares of the Common Stock of Carimex, Inc. shall be converted into and become a membership interest in Carimex Conversion, L.L.C. with a Participation Percentage equal to one percent, such that the current shareholders of Carimex, Inc. shall own Membership Interests with an aggregate Participation Percentage equal to five percent.

(b) The current members in Carimex Conversion, L.L.C. shall be deemed to own Membership Interests with an aggregate Participation Percentage equal to ninety-five percent.

(c) The separate corporate existence of Carimex, Inc. shall terminate and cease.

RM

(d) The surviving limited liability company, Carimex Conversion, L.L.C. (to be known henceforth as Carimex, LLC), shall become the transferee and owner of all the rights, privileges, franchises, and property, including, but not limited to all of the real and personal property, both tangible and intangible, chooses in action, of whatsoever nature or description, without further action, deeds, bills of sale, assignments, or other like instruments. However, any such instrument shall be promptly executed by the appropriate officers of Carimex, Inc. whenever deemed desirable to evidence such transfer, vesting, or devolution of any such property or right.

(e) The surviving limited liability company shall become subject to all the liabilities, obligations and penalties of Carimex, Inc.

8. *Issuance of Membership Certificates.* The manner and basis of issuing the new membership certificates is as follows: the shareholders of Carimex, Inc. shall surrender the stock certificates representing the issued and outstanding stock of Carimex, Inc. and shall receive new Carimex, LLC certificates reflecting their interest.

9. *Managers.* The sole manager of Carimex Conversion, L.L.C., the surviving entity, and his business addresses is José Ramón Brea, 2279 northwest 102nd place, Miami, Florida.

10. *Ordinary Course of Business.* Neither Carimex, Inc. nor Carimex Conversion, L.L.C. shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated herein.

11. *Course of Dealing.* No course of dealing between the parties shall be effective to change, modify or discharge any provision of this Agreement or to constitute a waiver of any default.

12. *Amendments.* This Agreement may be modified or amended only by an instrument in writing executed by the parties.

13. *Governing Law.* This Agreement shall be governed by and construed under the laws of the State of Florida.

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[signatures continued on next page]

JRB

[signature page to Agreement and Plan of Merger and Amended Articles of Organization effective as of August 25, 2005]

IN WITNESS WHEREOF, the parties have executed this Agreement effective the date and year first above written.

Carimex Conversion, L.L.C., a Florida limited liability company

By: ____________________
José Ramón Brea, sole Manager

Carimex, Inc., a Florida corporation

By: ____________________
José Ramón Brea, President

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