

P9500016709

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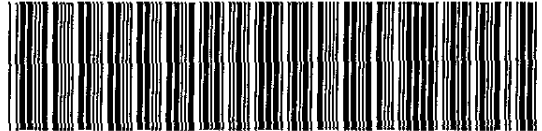
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TALLAHASSEE, FLORIDA  
STATE

Ps 12/1/02

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CARFEEL USA HOLDINGS, INC., A FLORIDA CORPORATION, P94000012428

INTO

**CARFEEL PROPS, INC.**, a Florida entity, P95000016709

File date: December 3, 2002

Corporate Specialist: Pamela Smith

CATLIN SAXON EVANS FINK & KOLSKI, P.A.

1700 ALFRED I. DUPONT BUILDING

169 EAST FLAGLER STREET

MIAMI, FLORIDA 33131-1298

FAX (305) 371-8011

(305) 371-9575

December 2, 2002

Secretary of State  
Division of Corporations  
Filing Department  
409 East Gaines St.  
Tallahassee, Florida 32399

**Via Federal Express**

**Re: Articles of Merger of Carfeel USA Holdings, Inc.  
Into Carfeel Props, Inc.**


Gentlemen:

Enclosed please find Articles of Merger of Carfeel USA Holdings, Inc. Into Carfeel Props, Inc. together with the attached Plan of Merger. Please, file these Articles of Merger to accomplish the contemplated transaction. Upon filing, please return to our offices a certified copy of the Articles of Merger of Carfeel USA Holdings, Inc. Into Carfeel Props, Inc.

Enclosed also find our check No. 15317 in the sum of \$78.75 to cover the cost of filing the Articles of Merger and a certified copy thereof.

If we can be of any further assistance or if you have any questions, please do not hesitate to contact me.

Sincerely,



Brian L. Fink

BLF/mvd  
Enclosures

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Merger of Carfeel USA Holdings, Inc.  
Into Carfeel Props, Inc.**

Pursuant to the provisions of the Florida Business Corporation Act Section 607.1105 of the Florida Statutes, Carfeel Props, Inc., a Florida Corporation (and Carfeel USA Holdings, Inc., a Florida Corporation adopt the following Articles of Merger:

1. A copy of the Plan of Merger is attached here to as Exhibit A and incorporated fully herein by this reference.

2. The Plan of Merger merging Carfeel USA Holdings, Inc. into Carfeel Props, Inc. was adopted by the Shareholders of Carfeel USA Holdings, Inc. on November 26<sup>th</sup> 2002 and was likewise adopted by the Shareholders of Carfeel Props, Inc. on November 26, 2002.

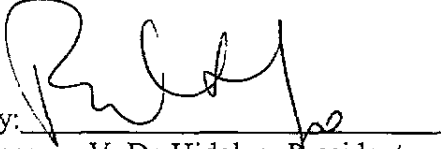
3. Pursuant to the Plan of Merger, all issued and outstanding capital stock of Carfeel USA Holdings, Inc. will be exchanged for an equal number of shares of the capital stock of Carfeel Props, Inc. and all of the property, assets and liabilities of Carfeel USA Holdings, Inc. shall become the property, assets and liabilities of Carfeel Props, Inc.

4. The Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the constituent corporations have executed these Articles of Merger as of this 26, day of November, 2002.

Carfeel USA Holdings, Inc.

Carfeel Props, Inc.

By:   
\_\_\_\_\_  
Rossana V. De Hidalgo, President

By:   
\_\_\_\_\_  
Jacqueline Brubaker, Treasurer

**EXHIBIT A**

**PLAN OF MERGER OF CARFEEL USA HOLDINGS,  
INC. INTO CARFEEL PROPS, INC.**

*Terms and Conditions.* On the effective date of the merger, the separate existence of CARFEEL USA HOLDINGS, INC. shall cease, and CARFEEL PROPS, INC. shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of CARFEEL USA HOLDINGS, INC., without the necessity for any separate transfer. CARFEEL PROPS, INC. shall thereafter be responsible and liable for all liabilities and obligations of CARFEEL USA HOLDINGS, INC., and neither the rights of creditors nor any liens on the property of CARFEEL USA HOLDINGS, INC. shall be impaired by the merger.

*Purpose of Merger.* The merging corporations are both owned by the same shareholder and both are involved in the same type of business and therefore merger is appropriate to streamline the operations of both corporations.

*Conversion of Shares.* The manner and basis of converting the shares of CARFEEL USA HOLDINGS, INC. into shares of CARFEEL PROPS, INC. is as follows:

Each share of the (\$1) par value common stock of CARFEEL USA HOLDINGS, INC. issued and outstanding on the effective date of the merger shall be converted into 1 share of the (\$1) par value common stock of CARFEEL PROPS, INC., which shares of common stock of CARFEEL PROPS, INC. shall thereupon be issued and outstanding.

*Changes in Articles of Incorporation.* The articles of incorporation of CARFEEL PROPS, INC. shall continue to be its articles of incorporation following the effective date of the merger with the exception of Article V, which shall be amended to read:

The maximum number of shares that the corporation is authorized to have outstanding at any time is 2,000 shares of common stock having a par value of \$1.00 per share.

*Changes in Bylaws.* The bylaws of CARFEEL PROPS, INC. shall continue to be its bylaws following the effective date of the merger.

*Directors and Officers.* The directors and officers of the surviving corporation, on the effective date of the merger, shall continue as the directors and officers of CARFEEL PROPS, INC. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

*Prohibited Transactions.* Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that CARFEEL USA HOLDINGS, INC. and CARFEEL PROPS, INC. may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

*Approval by Stockholders.* This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

*Effective Date of Merger.* The effective date of this merger shall be the date when the articles of merger are filed with the Florida Department of State.

*Execution of Agreement.* This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.