

147966
Collins, Brown, Caldwell,
Barkett, Rossway, Garavaglia & Moore

CHARTERED
ATTORNEYS AT LAW
756 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

BRUCE D. BARKETT
CALVIN B. BROWN
WILLIAM W. CALDWELL
SUSAN A. CALISTRI
EDITH E. COLLINS
GEORGE G. COLLINS, JR.*
MICHAEL J. GARAVAGLIA
JOHN E. MOORE, III**
BRADLEY W. ROSSWAY
LISA N. THOMPSON

561-231-4343
FAX: 561-234-5213

PLEASE REPLY TO:
POST OFFICE BOX 3686
VERO BEACH, FLORIDA 32964

July 2, 1998

FILED
98 JUL -6 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8000002580908--0
-07/06/98-0111457994
***210.00 ***122.50

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed for filing is an original and two (2) copies of Articles of Merger to merge The G.E.A. Corp. into Caldwell-McKnight Construction Co., the surviving corporation.

Upon completion of the above merger, please file the enclosed original and two (2) copies of Amendment to Articles of Incorporation of Caldwell-McKnight Construction Co. to change its name to Caribbean Equipment and Investment Corporation.

Please send a certified copy of the above referenced Articles of Merger and Amendment to Articles of Incorporation to William W. Caldwell, Esq., Post Office Box 3686, Vero Beach, Florida 32964.

I am enclosing my firm's check in the amount of \$210.00, which represents the filing fees and certified copy fees for the above referenced merger and name change amendment.

If you have any questions or need additional information please call the undersigned at 561-231-4343. Thank you.

Very truly yours,

William W. Caldwell/mjw
WILLIAM W. CALDWELL
For the Firm

/mjw
Enclosures

cc/enc: Mr. George L. Caldwell

VS JUL 20 1998

Signed in Mr. Caldwell's absence
to avoid delay in transmittal.

VS JUL 16 1998

menager

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE G.E.A. CORP., a Florida corporation, G13174

INTO

CALDWELL-MCKNIGHT CONSTRUCTION CO., INC., a Florida corporation,
147966

File date: July 6, 1998

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

The undersigned corporations have adopted an Agreement of Merger and hereby adopt these Articles of Merger. The name of the Surviving Corporation is CALDWELL-MCKNIGHT CONSTRUCTION CO., INC., a Florida Corporation.

AGREEMENT

The plan of merger is attached as Exhibit "A".

EFFECTIVE DATE: The merger of the undersigned corporations will become effective June 30, 1998, at 11:59 P.M.

ADOPTION OF AGREEMENT: The sole Stockholder and sole Director of THE G.E.A. CORP., a Florida Corporation, and CALDWELL-MCKNIGHT CONSTRUCTION CO., INC., a Florida corporation, adopted the Plan of Merger on June 30, 1998.

Dated this 18th day of June, 1998.

THE G.E.A. CORP., a Florida Corporation

By George L. Caldwell
George L. Caldwell, President

CALDWELL - MCKNIGHT
CONSTRUCTION CO., INC., a Florida
Corporation

By George L. Caldwell
George L. Caldwell, President

FILED
98 JUL -6 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this 18th day of June, 1998, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared GEORGE L. CALDWELL, as President of THE G.E.A. CORP., a Florida Corporation, named in the foregoing instrument, and he acknowledged executing the foregoing for the uses and purposes therein expressed freely and voluntarily under authority duly vested in him by the said corporation, and that the seal affixed thereto is the true corporate seal of said corporation. He is personally known to me ~~or has produced~~ as identification and did (did not) take an oath.

ELEANOR H. CONNORS
Notary Public - State of Florida
My Commission Expires May 19, 2000
Commission # CC 555731

Notary Public

Print Name: _____

Commission Number: _____

Eleanor H. Connors

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this 18th day of June, 1998, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared GEORGE L. CALDWELL, as President of CALDWELL-MCKNIGHT CONSTRUCTION CO., INC., a Florida Corporation, named in the foregoing instrument, and he acknowledged executing the foregoing for the uses and purposes therein expressed freely and voluntarily under authority duly vested in him by the said corporation, and that the seal affixed thereto is the true corporate seal of said corporation. He is personally known to me ~~or has produced~~ as identification and did (did not) take an oath.

ELEANOR H. CONNORS
Notary Public - State of Florida
My Commission Expires May 19, 2000
Commission # CC 555731

Notary Public

Print Name: _____

Commission Number: _____

Eleanor H. Connors

PLAN OF MERGER

THIS AGREEMENT made and entered into this 18th day of June, 1998, by and between THE G.E.A. CORP., a Florida Corporation, the "Merging Corporation", and CALDWELL-MCKNIGHT CONSTRUCTION CO., INC., a Florida Corporation, the "Surviving Corporation".

WHEREAS, the respective Stockholders and Boards of Directors of the Merging Corporation and Surviving Corporation deem it advisable that the Merging Corporation be merged into the Surviving Corporation in the manner provided therefore pursuant to Chapter 607, The Florida Business Corporation Act, Florida Statutes.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereto agree to merge upon the terms and conditions below stated.

Agreement to Merge

1. The parties hereby agree that the Merging Corporation shall be merged into the Surviving Corporation.

Name of Merged Corporation

2. The name of the Surviving Corporation shall be CALDWELL-MCKNIGHT CONSTRUCTION CO., INC.

Place of Office of Surviving Corporation

3. The place in Florida where the principal office of the Surviving Corporation is to be located at is 1000 South Andrews Avenue, Fort Lauderdale, Broward County, Florida 33316.

Purpose of Surviving Corporation

4. The purpose of the Surviving Corporation is to engage in any lawful act or activity for which corporations may be formed under Chapter 607, Florida Statutes.

Authorized Shares of Surviving Corporation

5. The present number of shares which the Merging Corporation has authorized, issued and outstanding are as follows:

THE G.E.A. CORP.,
a Florida Corporation

1,000 shares of \$5.00 par value common stock of which 100 shares are issued and outstanding as follows:

100 shares - George L. Caldwell

The present number of shares which the Surviving Corporation has authorized, issued and outstanding are as follows:

**CALDWELL-MCKNIGHT
CONSTRUCTION CO., INC.**

a Florida Corporation

100 shares of common stock of which 51 shares issued and outstanding as follows:

51 shares - George L. Caldwell

The total number of shares of capital stock which is authorized and which may be issued by the Surviving Corporation from and after the effective date of this merger is 100 shares of common stock of which there will be 51 shares issued and outstanding at the conclusion of the merger and will be owned by:

51 shares - George L. Caldwell

First Directors

6. The present Director of the Surviving Corporation shall continue as such until his successor is duly elected or designated after the effective date of the merger.

Name and Address of Resident Agent of Corporation

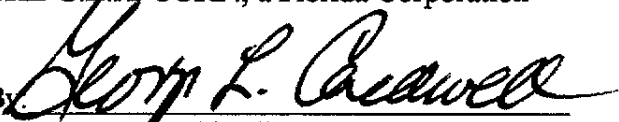
7. George L. Caldwell, 1000 S. Andrews Avenue, Fort Lauderdale, Broward County, Florida 33316, being the County in which the principal office of said CALDWELL-MCKNIGHT CONSTRUCTION CO., INC., is to be located, shall be and is hereby, appointed as the person on whom process, tax notices, and demands against said CALDWELL-MCKNIGHT CONSTRUCTION CO., INC., may be served.

Mode of Effective Merger


8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the merging corporation into shares of the Surviving Corporation, shall be as follows:

On or before the effective date, George L. Caldwell shall deliver ownership of all of the shares of stock of the Merging Corporation that he owns to the Surviving Corporation, which certificates will be cancelled on the effective date of the merger with the sole Stockholder of the Surviving Corporation then owning 100% of the outstanding stock of that Corporation.

THE G.E.A. CORP., a Florida Corporation

By 
George L. Caldwell, President

CALDWELL - MCKNIGHT
CONSTRUCTION CO., INC., a Florida
Corporation

By: 
George L. Caldwell, President

The undersigned, as the owner and holder of all of the issued and outstanding stock of the respective corporations, hereby approves and consents to the Plan of Merger and waives notice of any further action with regard to the merger.

Dated this 18th day of June, 1998.


George L. Caldwell