

FROM

(FRI) 10.13'00 12:25/ST. 12:24/NO. 4200000121 P 1

K80212

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

C.A.P. ENGINEERING CONSULTANTS, INC.

Certificate of Status	1
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Merger

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CAP MERGER CORPORATION, a Florida corporation, P00000066743

INTO

**C.A.P. ENGINEERING CONSULTANTS, INC.**, a Florida entity, K80212

File date: October 13, 2000

Corporate Specialist: Darlene Connell

FROM

(FRI)10.13'00 12:25/ST.12:24/NO.4200000121 P 2



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 12, 2000

C.A.P. ENGINEERING CONSULTANTS, INC.  
100 MIRACLE MILE  
STE 300  
CORAL GABLES, FL 33134US

SUBJECT: C.A.P. ENGINEERING CONSULTANTS, INC.  
REF: K80212

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FROM

(FRI) 10.13.00 12:25/ST. 12:24/NO. 4200000121 P 3  
FAX AUDIT NO. H00000053722 5

## **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 is:

Name \_\_\_\_\_ Jurisdiction \_\_\_\_\_

C.A.P. Engineering Consultants, Inc. Florida

**Second:** The name and jurisdiction of each merging corporation is:

Name \_\_\_\_\_ Jurisdiction \_\_\_\_\_

GAP Merger Corporation 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 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 October 6, 2000

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 October 6, 2000

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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(FRI) 10.13'00 12:25/ST. 12:24/NO. 4200000121 P 4


**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

~~C.A.P. Engineering  
Consultants, Inc.~~

Signature  


Carlos A. Penin, President

CAP Merger Corporation

*[Handwritten signature]*

Stephen A. Kappers, Treasurer

SEE EXHIBIT "A" FOR PROVISIONS OF THE PLAN OF MERGER.

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(FRI)10.13'00 12:25/ST.12:24/NO.4200000121 P 5  
FAX AUDIT NO. H00000053722 5

## PLAN AND AGREEMENT OF MERGER

This is a Plan and Agreement of Merger ("Agreement") between CAP Merger Corporation, a Florida corporation ("Sub"), and C.A.P. Engineering Consultants, Inc., a Florida corporation ("CAP").

### ARTICLE 1. PLAN OF MERGER

1.01. Adoption of Plan. A plan of merger of Sub and CAP, pursuant to the provisions of Chapter 607 of the Florida Statutes and Sections 368(a)(2)(E) and 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

(a) Sub shall be merged with and into CAP, incorporated under and governed by the laws of the State of Florida.

(b) CAP shall be the surviving corporation.

(c) When this Agreement becomes effective, the separate corporate existence of Sub shall cease, and CAP shall succeed, without other transfer, to all the rights and property of Sub and shall be subject to all the debts and liabilities of Sub in the same manner as if CAP had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger. Without intending to limit the foregoing, the merger shall have the effects set forth in Section 607.1106 of the Florida Statutes.

(d) CAP will carry on business with the assets of Sub, as well as with its own assets.

(e) The shareholder of CAP will surrender all of his shares in the manner set forth below.

(f) The sole shareholder of CAP, Carlos A. Penin ("Penin") will receive 121,683 shares of Class A common stock of CSA Holdings, Inc. ("CSA") (the "Class A Common Shares of CSA are referred to as "CSA 'A' Stock"), parent company of Sub, in exchange for his shares of common stock of CAP.

1.02. Effective Date. The effective date of the merger ("Effective Date") shall be the date when the articles of merger are filed with the Secretary of State of Florida pursuant to Section 607.1105 of the Florida Statutes.

1.03. Stock Exchange Agreement. CAP and Sub shall be merged subject to the terms and conditions of a Stock Exchange Agreement dated October 6, 2000.

FROM

(FRI) 10.13'00 12:26/ST. 12:24/NO. 4200000121 P 6

## ARTICLE 2. APPROVAL AND ADOPTION OF AGREEMENT

This Agreement shall be adopted, approved and authorized by Sub and CAP in compliance with the laws of the States of Florida.

## ARTICLE 3. MANNER OF CONVERTING SHARES

Penin shall surrender his shares of CAP common stock to the Secretary of Sub promptly after the Effective Date. In exchange for surrendering his shares, Penin shall receive 121,683.24 shares of CSA "A" Stock.

## ARTICLE 4. DIRECTORS AND OFFICERS

### 4.01 Directors and Officers of CAP.

(a) As of the Effective Date, Carlos A. Penin, Jesus J. Suarez, and Stephen A. Kappers shall be the directors of CAP to serve from such date until their successors have been elected and qualified.

(b) As of the Effective Date, the following persons shall be officers of CAP, to serve the capacities indicated, until the next annual meeting of the Directors and until their successors are elected and qualified:

Jesus J. Suarez	Chairman
Carlos A. Penin	President
Mariano Fernandez	Vice President
Stephen A. Kappers	Secretary & Treasurer
Nelson Sabbagh	Assistant Treasurer

## ARTICLE 5. ARTICLES AND BY-LAWS

5.01 Articles of CAP. The Articles of Incorporation of CAP, existing on the Effective Date, shall continue in full force as the Articles of Incorporation of CAP until altered, amended, or repealed as provided in the Articles or as provided by law.

5.02 By-Laws of CAP. The By-Laws of CAP, existing on the Effective Date, shall continue in full force as the By-Laws of CAP until altered, amended, or repealed as provided in the By-Laws or as provided by law.

FROM

(FRI)10.13'00 12:26/ST.12:24/NO.4200000121 P 7

#### ARTICLE 6. MISCELLANEOUS

6.01 Further Assurances. Sub agrees that it will execute and deliver or cause to be executed and delivered, as and when requested by CAP or by its successors or assigns, all deeds and other instruments. Sub further agrees to take or cause to be taken any further or other actions as CAP may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to CAP title to and possession of all the property, rights, privileges, powers and franchises referred to in Article 1 of this Agreement, and otherwise to carry out the intent and purposes of this Agreement.

6.02 Notices. Any notice or other communication required or permitted under this Agreement shall be properly given when deposited with the United States Postal Service for transmittal by certified or registered mail, postage prepaid, addressed as follows:

(a) In the case of Sub, to:

CAP Merger Corporation  
Attn: Stephen A. Kappers, Treasurer  
8790 Governor's Hill Drive, Suite 200  
Cincinnati, Ohio 45249

or to such other person or address as Sub may request in writing.

(b) In the case of CAP, to:

C.A.P. Engineering Consultants, Inc.  
Attn: Carlos A. Penin  
100 Miracle Mile, Suite 300  
Coral Gables, Florida 33134

or to such other person or address as CAP may request in writing.

6.03 Entire Agreement. This Agreement and the Stock Exchange Agreement contain the entire agreement between the parties with regard to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.

6.04 Controlling Law. The validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Florida.



FROM

(FRI) 10.13'00 12:26/ST.12:24/NO. 4200000121 P 8

IN WITNESS WHEREOF, this Agreement was executed as of this 6th day of October, 2000.

**C.A.P. Engineering Consultants, Inc.,  
a Florida corporation**

By: \_\_\_\_\_  
Carlos A. Penin, President

**CAP Merger Corporation  
a Florida corporation**

By: \_\_\_\_\_  
Stephen A. Kappers, Treasurer

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