



THE UNITED STATES
CORPORATION
COMPANY

L000000/4785

ACCOUNT NO. : 072100000032

REFERENCE : 919375 4336650

AUTHORIZATION :

COST LIMIT : \$ 78.75

\$90.00 per Kelly Courtney

ORDER DATE : December 5, 2000

ORDER TIME : 9:31 AM

ORDER NO. : 919375-005

CUSTOMER NO: 4336650

800003487378--8

CUSTOMER: Ms. Michelle E. Smith
Baker & Mckenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

ARTICLES OF MERGER

CADDIEBIN CORPORATION

INTO

CADDIEBIN LLC

RECEIVED
100 DEC -5 AM 9:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS:

JB
12-5-00

00 DEC -5 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
AND
MAILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

CADDIEBIN CORPORATION, A Florida corporation P00000047366

INTO

CADDIEBIN LLC, a Florida entity, L00000014785

File date: December 5, 2000

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00

APPROVED
AND
FILED
00 DEC -5 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

**CaddieBin Corporation,
a Florida corporation**

AND

**CaddieBin LLC,
a Florida limited liability company**

Pursuant to section 607.1109 of the Florida Business Corporation Act (the "FBCA") and section 608.4382 of the Florida Limited Liability Company Act (the "Act"), CaddieBin Corporation, a Florida Corporation (the "Merging Corporation"), and CaddieBin LLC, a Florida limited liability company (the "Surviving Company") adopted on the 30th day of November, 2000, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA and the Act, and hereby certify as follows:

FIRST: That the name, street address of its principal office, jurisdiction and entity type of the Merging Corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CaddieBin Corporation 770 Claughton Island Drive Suite 1115 Miami, Florida 33131	Florida	Corporation

Florida Document/
Registration Number: P00000047366

SECOND: That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CaddieBin LLC 770 Claughton Island Drive Suite 1115 Miami, Florida 33131	Florida	Limited Liability Company

Florida Document/
Registration Number: L00000014785

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TALLAHASSEE, FLORIDA

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THIRD: The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1108 of the FBCA and Section 608.438 of the Act, providing for the merger of the Merging Corporation with and into the Surviving Company, was approved by each domestic entity in accordance with the Chapter 607 of the FBCA and Chapter 608 of the Act.

FOURTH: Pursuant to Sections 607.1103 and 608.4381, the Plan of Merger was adopted by the Joint Resolutions of the Shareholders and the Sole Director of the Merging Corporation and the Members and the Board of Managers of the Surviving Company on November 30, 2000.

FIFTH: The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Merging Corporation or by the Articles of Organization and Limited Liability Company Operating Agreement of the Surviving Company.

SIXTH: The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 1st day of December, 2000.

CADDIEBIN CORPORATION

By: _____

Nabeel Al-Adsani, President

CADDIEBIN LLC

By: _____

Ralph Yammine, Manager

By: _____

Nabeel Al-Adsani, Manager

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TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between **CaddieBin Corporation**, a Florida corporation (the "Merging Corporation"), and **CaddieBin LLC**, a Florida limited liability company (the "Company"), for the purpose of merging the Merging Company with and into the Company (the "Merger").

NOW, THEREFORE, Merging Corporation and the Company hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA"), by Section 608.438 of the Florida Limited Liability Company Act (the "Act"), and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Corporation shall be merged with and into Company, Company shall be the surviving company of the Merger (hereinafter sometimes referred to as the "Surviving Company") and the separate corporate existence of Merging Corporation shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA and the Act (the "Effective Date"). The Merger was approved by the Company in accordance with Chapter 608, Florida Statutes, and was approved by Merging Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of Merging Corporation and all members of Company have consented to the Merger.

2. Governing Documents.

a. The Articles of Organization of the Company (the "Operating Agreement"), as in effect immediately prior to the Effective Date shall constitute the Articles of Organization of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

b. The Limited Liability Company Operating Agreement of the Company as in effect immediately prior to the Effective Date shall constitute the Operating Agreement of the Surviving Company without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Managers. The persons who are officers and managers of the Company immediately prior to the Effective Date shall continue to be officers and managers of the Surviving Company.

4. Name. The name of the Surviving Company shall be **CaddieBin LLC**.

5. Addresses. The address of Merging Corporation is 770 Claughton Island Drive, Suite 1115, Miami, Florida 33131. The address of the Company is and shall be maintained at 770 Claughton Island Drive, Suite 1115, Miami, Florida 33131.

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6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Company shall continue to be 1201 Hays Street, Tallahassee, Florida 32301 and the name of the Registered Agent of the Company at such office shall be Corporation Services Company. The Registered Agent shall keep and maintain at such address the records of the Company required to be kept and maintained at such address by the Act.

7. Succession. At the Effective Date, the separate corporate existence of Merging Corporation shall cease, and the Surviving Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of Merging Corporation, and all property, real, personal and mixed, and all debts due to Merging Corporation on whatever account and all other things in action, shall be vested in the Surviving Company.

8. Conversion of Shares; Capitalization of Surviving Company; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) The 100 shares of Common Stock, \$0.01 par value per share, of Merging Corporation outstanding immediately prior to the Effective Date shall be converted into 100 shares of the Surviving Company. No other shares of stock of Merging Corporation are outstanding at the time of the Merger.

(b) The total number of shares the Company is authorized to issue is 1,000, of which 200 shall be issued and outstanding.

(c) Pursuant to Sections 607.1301 through 607.1320 of the FBCA and Section 608.4384 of the Act, there are no dissenting shareholders of Merging Corporation or dissenting members of Surviving Company because all of the shareholders of Merging Corporation and all of the members of Surviving Company have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Managers of Company. The Company is managed by a Board of Managers. The name and address of each manager of the Board of Managers of the Company is as follows:

Ralph Yammine
770 Claughton Island Drive, Suite 1115
Miami, Florida 33131

Nabeel Al-Adsani
770 Claughton Island Drive, Suite 1115
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

11. Further Assurances. If at any time Surviving Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Company the title to any property or rights of Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Corporation, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Company and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval of the Shareholders and the Board of Directors and of the Members and the Board of Managers. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and by the Board of Directors of Merging Corporation and by all of the members and by the Board of Managers of Surviving Company.

14. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Company.

15. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

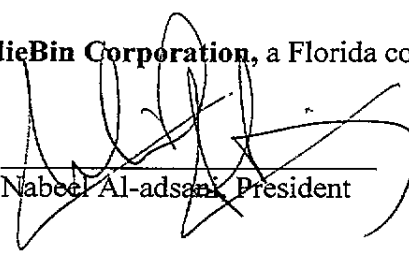
16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

17. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

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TALLAHASSEE, FLORIDA

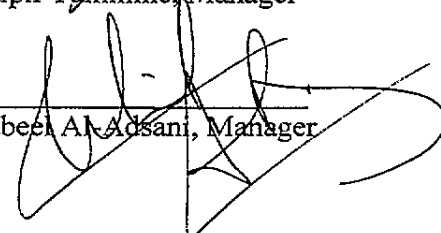
IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives as of the date first above written.

CaddieBin Corporation, a Florida corporation

By: 
Nabeel Al-adsani, President

CaddieBin, LLC, a Florida limited liability company

By: 
Ralph Yammine, Manager

By: 
Nabeel Al-Adsani, Manager

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TALLAHASSEE, FLORIDA