

AUG-30-2002 FRI 01:35 PM Murai Wald Biondo

FAX NO. 305 358 9490

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Division of Corporations

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MERGER OR SHARE EXCHANGE

CAREY USA PROPERTIES, LLC

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J. BRYAN AUG 30 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAREY USA PROPERTIES, INC. a Florida Entity, P96000087726

INTO

CAREY USA PROPERTIES, LLC, a Florida entity, L02000013801

File date: August 30, 2002, effective September 1, 2002

Corporate Specialist: Joey Bryan

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CAREY USA PROPERTIES, LLC
ARTICLES OF MERGER

(Pursuant to §607.1108 and §608.438 of
Florida Statutes)

#P96000087726

#L02000013801

1. Carey USA Properties, Inc. and Carey USA Properties, LLC, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving entity is Carey USA Properties, LLC.

3. The Plan of Merger of the undersigned entities was adopted pursuant to Sections 607.1103 and 608.4381 of the Florida Statutes and is attached hereto as Exhibit "A".

4. The Plan of Merger will become effective on September 1, 2002.

5. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of Carey USA Properties, Inc. on August 29, 2002, in accordance with the applicable sections of Chapter 607 of the Florida Statutes.

6. The Plan of Merger was adopted by the Members and Managers of Carey USA Properties, LLC on August 29, 2002, in accordance with the applicable sections of Chapter 608 of the Florida Statutes.

7. The Plan of Merger calls for the cancellation of the issued shares of Carey USA Properties, Inc. No additional membership interests in Carey USA Properties, LLC will be issued or distributed.

8. No changes in the Articles of Organization of the surviving limited liability company have been made.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of this 29th day of August, 2002.

Carey USA Properties, Inc.,
a Florida corporation

By: _____

Name: Joe Arlio
Title: President

Carey USA Properties, LLC
a Florida limited liability company

By: _____

Name: Joe Arlio
Title: President

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PLAN OF MERGER

This is a Plan of Merger between Carey USA Properties, LLC, a Florida limited liability company (hereinafter the "Surviving Entity") and Carey USA Properties, Inc., a Florida corporation (hereinafter the "Absorbed Entity").

STIPULATIONS

A. The Surviving Entity is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 848 Brickell Avenue, Miami, FL 33131.

B. The Absorbed Entity is a corporation organized and existing under the laws of the State of Florida with its principal office at 848 Brickell Avenue Miami, FL 33131.

C. The Members and Managers of the Surviving Entity and the Shareholders and Board of Director of the Absorbed Entity deem it desirable and in the best business interests of the entities that the Absorbed Entity be merged into the Surviving Entity pursuant to the provisions of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

TERMS

1. Merger. The Absorbed Entity shall merge with and into the Surviving Entity which shall be the Surviving Entity. On and after the Effective Date, the Surviving Entity shall continue to exist as the Surviving Entity under its present name pursuant to the provisions of the Florida Statutes, and the separate existence of the Absorbed Entity shall cease. The Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.

2. Effective Date. The merger shall be effective as of September 1, 2002.

3. Articles of Organization and Operating Agreement. On and after the Effective Date, the Articles of Organization and Operating Agreement of the Surviving Entity shall be the same as the Articles of Organization and Operating Agreement of the Surviving Entity immediately prior to the Effective Date.

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4. Shares of Stock of Absorbed Entity. The total number of shares of stock which the Absorbed Entity has outstanding is (30,000) shares of common stock.

5. Cancellation of Shares of Absorbed Entity; No Additional Membership Interests to be Issued. Upon the Effective Date, each issued and outstanding share of common stock of the Absorbed Entity shall be automatically cancelled and the certificates representing such shares shall be surrendered and cancelled. The members of the Surviving Entity own membership interests in the Surviving Entity in the same proportions as they own shares in the Absorbed Entity. As a result, no additional membership interests of the Surviving Entity shall be issued.

6. Managers and Officers. The persons holding the offices of Managers and all other offices of the Surviving Entity upon the Effective Date shall remain the Managers and the other officers of the Surviving Entity, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cease to hold such directorships of offices in accordance with the Operating Agreement of the Surviving Entity.

7. Filings with Florida Secretary of State. The Absorbed Entity and the Surviving Entity shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement.

8. Abandonment of Merger. Notwithstanding the approval of this Agreement by the Shareholders and Directors of the Absorbed Entity and by the Members and Managers of the Surviving Entity, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Secretary of State of Florida by the mutual written consent of the Absorbed Entity and the Surviving Entity.

IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Surviving Entity and the Absorbed Entity on the 29 day of August, 2002

Carey USA Properties, Inc.,
a Florida corporation

By: _____

Name: Tore ArildTitle: President

Carey USA Properties, LLC
a Florida limited liability company

By: _____

Name: Tore ArildTitle: President

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