

P01000001560

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December 28, 2001

**VIA OVERNIGHT DELIVERY**

Division of Corporations  
Secretary of State of Florida  
409 E. Gaines Street  
Tallahassee, Florida 32399

100004745641--2  
-12/31/01--01092--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Caribbean Kite Company

Dear Sir or Madam:

Enclosed for filing please find an original "Articles of Merger" and "Plan of Merger" for Caribbean Kite Company. Also enclosed is our firm's check in the amount of \$70.00 as the filing fee.

Thank you and please do not hesitate to call me with any questions.

Very truly yours,



Christopher D. Esposito  
Paralegal

FILED  
01 DEC 31 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosure

FAWDOCS\CLIENTS\21408\00000\00008813.DOC

merger

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CARIBBEAN KITE COMPANY, A FLORIDA ENTITY, P01000001560

INTO

**CARIBBEAN KITE COMPANY**, a Maryland entity not qualified in Florida.

File date: December 31, 2001

Corporate Specialist: Thelma Lewis

# **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:

<u>Name</u>	<u>Jurisdiction</u>
CARIBBEAN KITE COMPANY	MARYLAND

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

<u>Name</u>	<u>Jurisdiction</u>
CARIBBEAN KITE COMPANY	FLORIDA
_____	_____
_____	_____
_____	_____
_____	_____

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TALLAHASSEE, 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** 12 / 31 / 2001 (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 December 31, 2001.

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 December 31, 2001.

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)*

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

SPC

Jarrold M. Cronin, President

*[Handwritten signature]*

Jarrold M. Cronin, President

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CARIBBEAN KITE COMPANY</u>	<u>Maryland</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CARIBBEAN KITE COMPANY</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The Shareholders of Caribbean Kite Company (Florida) are exchanging their shares for the exact number of shares in the parent/surviving corporation, Caribbean Kite Company (Maryland).

Both Corporations; parent/surviving and subsidiary, have the same number of authorized shares and the same par value.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

(N/A - the parent corporation is the surviving corporation)

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares. (N/A)

Other provisions relating to the merger are as follows: