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Division of Corporations
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MERGER OR SHARE EXCHANGE

Caribbean Casino and Gaming Corporation

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EXAMINER

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3/2/2009 3:46 PAGE 001/001 Florida Dept of State



March 2, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CARIBBEAN CASINO & GAMING CORPORATION

8050 N. UNIVERSITY DR.

202

TAMARAC, FL 33321

SUBJECT: CARIBBEAN CASINO & GAMING CORPORATION

REF: P09000013924

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.

You will need to remove the Florida corporation listed as one of the "merging corporations" in the Plan of merger page. The Florida corporation is only suppose to listed as the survivor.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

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**ARTICLES OF MERGER
FLORIDA FOR PROFIT COPORATION**

The following Articles of Merger are submitted to merge the following Florida Profit Corporation(s) in accordance with section 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>AAEE Global Holdings, Inc.</u>	<u>Utah</u>	<u>Profit Corporation</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name:</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>CARIBBEAN CASINO AND GAMING CORPORATION</u>	<u>Florida</u>	<u>FOR PROFIT</u>

THIRD: The included plan of merger was approved by each domestic corporation, that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes and the statutes of the constituent states.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If the effective date of the merger, is the date the document is filed with the State of Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity: N/A

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:

Typed or Printed

AAEE GLOBAL HOLDINGS INC.

By: 

Erick Mathe, Sole Officer and Director

CARIBBEAN CASINO AND GAMING CORPORATION

By: 

Erick Mathe, Sole Officer and Director

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PLAN OF MERGER
OF
AAEE GLOBAL HOLDINGS, INC.
(Incorporated: State of Utah)
WITH AND INTO
CARIBBEAN CASINO AND GAMING CORPORATION
(a Florida corporation)

The plan of merger is as follows:

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>AAEE Global Holdings, Inc.</u>	<u>Utah</u>	<u>Profit Corporation</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Caribbean Casino and</u> <u>Gaming Corporation</u>	<u>Florida</u>	<u>Profit Corporation</u>

THIRD: The terms and conditions of the merger are as follows: The Corporations are to exchange all of the issued and outstanding shares of AAEE Global Holdings, Inc., including common and preferred for a like number of issued and outstanding common or preferred shares of Caribbean Casino and Gaming Corporation with the same preferences and designation.

1. **Merger.** AAEE Global Holdings, Inc. a Utah corporation ("AAEE"), shall be merged (the "Merger") with and into CARIBBEAN CASINO AND GAMING CORPORATION, a Florida corporation bearing Document Number P09000013924 ("FLORIDA"). FLORIDA and AAEE are sometimes hereinafter collectively referred to as the "Constituent Corporations." FLORIDA shall be the surviving corporation of the Merger (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of the State of Florida and the Articles of Merger are filed with the Secretary of the State of Utah (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and the By-Laws of AAEE as amended to conform to the Articles and Bylaws of AAEE (Utah) shall be the Articles of Incorporation and By-Laws of the Surviving Corporation.

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3. **Succession.** On the Effective Date, Florida shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of AAEE, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Preferred and Common Stock.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of AAEE'S preferred and common stock and associated stock purchase rights shall be converted at the Effective Date of the Merger into the right to receive ONE (1) fully paid and non-assessable restricted share(s) of Florida preferred and/or common stock, \$.001 par value, pursuant to the Agreement and Plan of Merger (the 'Plan of Merger') between FLORIDA and AAEE. Each share of common stock of UTAH issued and outstanding prior to the Effective Date shall remain outstanding.

FOURTH:

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows: One for one conversion of all issued and outstanding shares of whatever class or designation.

The manner and basis of converting the rights to a acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

One for one exchange of each interest, right, share or obligation.

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The Plan of Merger was adopted by FLORIDA's Board of Directors by Unanimous Written Consent dated February 13, 2009, and by AAEE's Board of Directors by unanimous written consent dated February 13, 2009. Approval by AAEE's Shareholders was not required under Utah law pursuant to Utah Code Section 16-10a-1103(7). Approval by FLORIDA's Shareholders was obtained as AAEE is the parent of FLORIDA and the transaction was therefore unanimously approved by the sole director and sole shareholder.

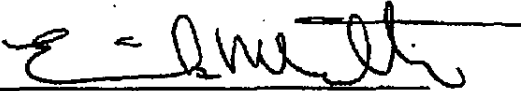
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EIGHTH: Other provision, if any, relating to the merger are as follows:

NONE

CARIBBEAN CASINO AND GAMING
CORPORATION

AAEE GLOBAL HOLDINGS, INC.

By: 

By: 

Date: February 27, 2009

Date: February 27, 2009