

Katie Wönsch 850-224-1340

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Division of Corporations

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From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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MERGER OR SHARE EXCHANGE CARIBE EXPORTS INCORPORATED

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 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>
Caribe Exports Ltd.	New York	Corporation
Caribe Exports Incorporated	Florida	Corporation

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>
Caribe Exports Incorporated	Florida	Corporation

009-93159

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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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 other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

N/A

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:

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.

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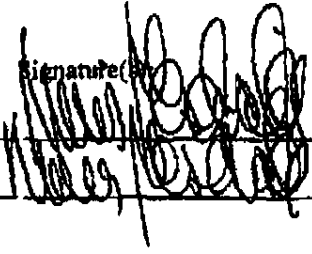
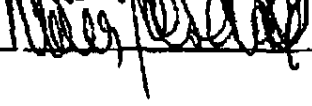
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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
<u>Caribe Exports Ltd.</u>		<u>Moises Esdaille, Pres.</u>
<u>Caribe Exports Incorporated</u>		<u>Moises Esdaille, Pres.</u>
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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PLAN OF MERGER

OF

CARIBE EXPORTS LTD.
(a New York corporation)

INTO

CARIBE EXPORTS INCORPORATED
(a Florida corporation)

THIS PLAN OF MERGER, dated as of December 16, 2010, (the "Plan"), governs the merger (the "Merger") of Caribe Exports Ltd., a New York corporation ("Caribe NY") and Caribe Exports Incorporated, a Florida corporation ("Caribe FL"). Caribe NY and Caribe FL are sometimes referred to herein as the "Constituent Corporations".

RECITALS

A. Caribe NY is a corporation duly organized and existing under the laws of the State of New York and has an authorized capital stock of 200 shares, all of which are Common Shares having no par value per share ("Caribe NY Common Stock"). The name under which Caribe NY was first formed is Caribe Exports Ltd.

B. Caribe FL is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital stock of 200 shares, all of which are Common Shares having no par value per share ("Caribe FL Common Stock"). The name under which Caribe FL was first formed is Caribe Exports Incorporated.

C. As to each of the Constituent Corporations, the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the Plan, and the specification of each class and series entitled to vote as a class on the Plan, as follows:

Caribe Exports Ltd., a New York corporation

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	200 shares	Common - 200 shares	Common - 200 shares

Caribe Exports Incorporated, a Florida corporation

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	200 shares	Common - 200 shares	Common - 200 shares

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D. Caribe NY and Caribe FL are sister corporations, each being owned proportionately by the same individual shareholders.

E. The Boards of Directors and shareholders of the Constituent Corporations have determined that it is advisable and in the best interests of the Constituent Corporations and their respective shareholders, that Caribe NY merge with and into Caribe FL, with Caribe FL continuing as the surviving corporation in the Merger and owned proportionately by the same individual shareholders, upon the terms and conditions herein provided.

F. The Boards of Directors of the Constituent Corporations have authorized and approved this Plan and have directed that it be submitted to the respective shareholders of the Constituent Corporations for approval and adoption.

G. Section 907 of the New York Business Corporation Law and Section 607.1107 of the Florida Business Corporation Act permit the merger of Caribe NY with and into Caribe FL, as described in this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Corporations hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

MERGER

1.1 MERGER. In accordance with the provisions of this Plan, the New York Business Corporation Law, and the Florida Business Corporation Act (a) Caribe NY shall be merged with and into Caribe FL, (b) the separate existence of Caribe NY shall cease, (c) Caribe FL shall survive the Merger, and (d) Caribe FL shall continue to be governed by the laws of the State of Florida. Caribe FL shall be, and is herein sometimes referred to as, the "Surviving Corporation". The name of the Surviving Corporation shall be Caribe Exports Incorporated.

1.2 FILING AND EFFECTIVENESS. Except as otherwise provided herein, the Merger shall become effective when the following actions shall have been completed:

(a) The Agreement shall have been authorized and approved by the Boards of Directors and adopted by the shareholders of each Constituent Corporation in accordance with the requirements of Sections 902 and 903 of the New York Business Corporation Law and Section 607.1103 of the Florida Business Corporation Act.

(b) All of the conditions precedent to the consummation of the Merger shall have been satisfied or duly waived by the party entitled to satisfaction thereof.

(c) A Certificate of Merger meeting the requirements of Section 907 of the New York Business Corporation Law shall have been filed with the New York Department of State, and the Articles of Merger meeting the requirements of Section 607.1109 of the Florida Business Corporation Act shall have been filed with the Florida Department of State.

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(d) Subject to satisfaction of the conditions set forth in Sections 1.2(a)-(c) above, the Merger shall be effective upon filing the last to file of the Certificate of Merger in New York and the Articles of Merger in Florida, as described herein.

1.3 EFFECT OF THE MERGER. On the Effective Date, the separate existence of Caribe NY shall cease and Caribe FL, as the Surviving Corporation shall, without any further action by the Boards of Directors or the shareholders of the Constituent Corporations (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date, (ii) assume, accept, adopt, ratify and confirm, as if taken by the Surviving Corporation, and thereby shall become subject to, all actions previously taken by its and Caribe NY's Board of Directors, (iii) succeed, without other transfer, to all of the assets, rights, powers and property of Caribe NY in the manner more fully set forth in the applicable provisions of Florida law, (iv) continue to be subject to all of the debts, liabilities and obligations of Caribe NY as constituted immediately prior to the Effective Date, and (v) succeed, without other transfer, to all of the debts, liabilities and obligations of Caribe NY in the same manner as if Caribe FL had itself incurred them, all as more fully provided under the applicable provisions of the Florida Business Corporation Act.

ARTICLE 2

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 ARTICLES OF INCORPORATION. The Articles of Incorporation of Caribe FL as in effect immediately prior to the Effective Date shall be, and hereby are, amended to delete the text of Article III in its entirety and to insert in lieu thereof the following language: "The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, as amended." The Articles of Incorporation shall, as amended herein, continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, until further duly amended in accordance with the provisions thereof and applicable law.

2.2 BYLAWS. The Bylaws of Caribe FL as in effect immediately prior to the Effective Date shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 DIRECTORS AND OFFICERS. The directors and officers of Caribe FL as in effect immediately prior to the Effective Date shall continue serving as the directors and officers of the Surviving Corporation until their successors shall have been duly qualified and elected in accordance with the provisions of the Bylaws of Caribe FL and applicable law.

ARTICLE 3

MANNER OF CONVERSION OF STOCK

3.1 CARIBE NY COMMON STOCK. On the Effective Date, each share of Caribe NY Common Stock issued and outstanding in the name of Moises Esdaille and Monica Esdaille immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations or any other person, be converted into one validly issued, fully paid and non-assessable share of common stock, no par value per share, of the Surviving Corporation.

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3.3 CARIBE FL COMMON STOCK. On the Effective Date, each share of Caribe FL Common Stock that is issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations or any other person, automatically be canceled and extinguished.

ARTICLE 4

GENERAL

4.1 ABANDONMENT. At any time before the Effective Date, this Plan may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Constituent Corporation, or both, notwithstanding the approval of this Plan by the shareholders of the Constituent Corporations.

4.2 AMENDMENT. At any time before the Effective Date, this Plan may be amended by the Board of Directors and shareholders of the Constituent Corporations; provided that no amendment shall be made which by law requires the further approval of either the shareholders of Caribe NY or Caribe FL without obtaining such approval.

4.3 GOVERNING LAW. This Plan shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida, excluding its choice of law rules.

4.4 FURTHER ASSURANCES. From time to time, as and when required by Caribe FL or by its successors or assigns, there shall be executed and delivered on behalf of Caribe NY such deeds and other instruments, and there shall be taken or caused to be taken by the Constituent Corporations such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Caribe FL the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of Caribe NY and otherwise to carry out the purpose of this Plan and the Merger, and the officers and directors of Caribe FL or otherwise are authorized and directed to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.5 SERVICE OF PROCESS. Caribe FL agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of Caribe NY, for the enforcement of any liability or obligation of Caribe FL for which Caribe FL is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of Caribe NY to receive payment for their shares against Caribe FL.

4.6 DISSENTER'S RIGHTS. Caribe FL agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of Caribe NY the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

4.7 NEW YORK AGENT. Caribe FL hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address outside the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is: 929 Shotgun Road, Fort Lauderdale, FL 33326.

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4.8 COUNTERPARTS. This Plan may be executed in counterparts (original or facsimile), each of which shall be deemed an original, but all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

CARIBE EXPORTS LTD.

By: Moises Eschille
President

CARIBE EXPORTS INCORPORATED

By: Moises Esdaille
President2010 DEC 20 AM 8 24
SECRETARY OF STATE
EMBASSY OF THE
UNITED STATES OF AMERICA