

Division of Corporations

P95000014130

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Caddis & Co., Inc., a Nevada corporation

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$87.50

Merger

12-13-00

ARTICLES OF MERGER
Merger Sheet

MERGING:

CADDIS & CO., INC., a Florida corporation, P95000014130

INTO

CADDIS & CO., INC., a Nevada corporation not qualified in Florida

File date: December 13, 2000

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER OF
CADDIS & CO., INC., a Florida corporation
WITH AND INTO CADDIS & CO., INC., a Nevada corporation**

1. The undersigned Corporations, CADDIS & CO., INC., a Florida corporation, and CADDIS & CO., INC., a Nevada corporation, being validly and legally formed under the laws of the State of Florida and the State of Nevada, respectively, have adopted a Plan of Merger.

2. The name of the Surviving Corporation is CADDIS & CO., INC., a Nevada corporation, and it is to be governed by the laws of the State of Nevada.

3. The principal office of the Surviving Corporation shall be as follows:

c/o Corporate Service Center, Inc.
1475 Terminal Way, Suite E
Reno, Nevada 89502

4. The Plan of Merger of the undersigned Corporations was adopted pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1106 of the Florida Statutes.

5. The Plan of Merger will become effective on the 11 day of DECEMBER, 2000.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of CADDIS & CO., INC., a Florida corporation, on the 11 day of DECEMBER, 2000.

7. The Plan of Merger was adopted by the Shareholders and Board of Directors of CADDIS & CO., INC., a Nevada corporation, on the 11 day of DECEMBER, 2000.

8. As to each of the undersigned Corporations, the number of shares outstanding and the total number of shares voted for and against such Plan of Merger are as follows:

<u>Name Of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Caddis & Co., Inc. a Florida corporation	200	200	-0-

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<u>Name Of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Caddis & Co., Inc. a Nevada corporation	200	200	-0-

Dated: DEC. 11, 2000.

CADDIS & CO., INC.
a Florida corporation

By: Barth Satuloff
Barth Satuloff, President

Attest: Gail Lois Satuloff
Gail Lois Satuloff, Secretary

(corporate seal)

CADDIS & CO., INC.
a Nevada corporation

By: Barth Satuloff
Barth Satuloff, President

Attest: Barth Satuloff
Barth Satuloff, Secretary

(corporate seal)

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**PLAN OF MERGER OF
CADDIS & CO., INC., a Florida corporation
WITH AND INTO CADDIS & CO., INC., a Nevada corporation**

This Plan of Merger, dated the 11 day of DECEMBER, 2000, between CADDIS & CO., INC., a Nevada corporation, hereinafter sometimes called the Surviving Corporation, and CADDIS & CO., INC., a Florida corporation, hereinafter sometimes called the Disappearing Corporation, said two Corporations being hereinafter referred to collectively as the Constituent Corporations.

STIPULATIONS

A. CADDIS & CO., INC., is a corporation organized and existing under the laws of the State of Nevada, with its principal office in care of: Corporate Service Center, Inc., 1485 Terminal Way, Suite E, Reno, Nevada 89502.

B. CADDIS & CO., INC., a Nevada corporation, has capital stock of 25,000 authorized shares of One Dollar (\$1.00) par value common stock, of which 200 shares are issued and outstanding.

C. CADDIS & CO., INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 9495 Sunset Drive, Suite B-275, Miami, Florida 33173.

D. CADDIS & CO., INC., a Florida corporation, has capital stock of 1,000 authorized shares of One Dollar (\$1.00) par value common stock of which 200 shares are issued and outstanding.

E. The Boards of Directors of the Corporations hereto deem it desirable and in the best interests of the Corporations and their Stockholders that CADDIS & CO., INC., a Florida corporation, be merged into CADDIS & CO., INC., a Nevada corporation, pursuant to the provisions of Section 607.1101, et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

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

Section One. Merger. CADDIS & CO., INC., a Florida corporation, shall merge with and into CADDIS & CO., INC., a Nevada corporation, which shall be the Surviving Corporation. The Surviving Corporation shall be governed by the laws of the State of Nevada.

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Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, intangible and mixed of the Disappearing Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Disappearing Corporation, and neither the rights of creditors nor any liens on the property of the Disappearing Corporation shall be impaired by the merger.

Section Three. Turnover of Shares. Each share of the One Dollar (\$1.00) par value common stock of CADDIS & CO., INC., a Nevada corporation, issued and outstanding on the effective date of the merger, shall remain outstanding as shares of common stock of the Surviving Corporation and shall not be converted or exchanged.

Section Four. Conversion of Shares. Each share of the One Dollar (\$1.00) par value common stock of CADDIS & CO., INC., a Florida corporation, issued and outstanding on the effective date of the merger, shall be exchanged for shares of common stock in the Surviving Corporation.

Section Five. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

Section Six. Changes in Bylaws. The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

Section Seven. Directors and Offices. The Directors and Officers of the Surviving Corporation on the effective date of the merger shall continue as the Directors and Officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Eight. Prohibited Transactions. Neither of the Constituent Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Disappearing and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Nine. Approval by Stockholders. This plan of merger shall be submitted for the approval of the Stockholders of the Constituent Corporations, in the manner provided by the applicable laws of the State of Florida, at meetings to be held at such times as to which the Board of Directors of the Constituent Corporations may agree.

Section Ten. Effective Date of Merger. The effective date of this merger shall be the 11 day of DECEMBER, 2000, at 11:00 a.m.

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Section Eleven. Abandonment of Merger. This plan of merger may be abandoned by action of the Board of Directors of either the Surviving or the Disappearing Corporation at any time prior to the effective date of the merger if the merger is not approved by the Stockholders of either the Surviving or the Disappearing Corporation on or before DEC. 31, 2000.

Section Twelve. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their Officers, sealed with their corporate seals, and attested by their respective Secretaries pursuant to the authorization of their respective Boards of Directors on the date first above written.

CADDIS & CO., INC.
a Nevada corporation

By: Barth Satuloff
Barth Satuloff, President

Attest: Barth Satuloff
Barth Satuloff, Secretary

(corporate seal)

CADDIS & CO., INC.
a Florida corporation

By: Barth Satuloff
Barth Satuloff, President

Attest: Gail Lois Satuloff
Gail Lois Satuloff, Secretary

(corporate seal)

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