



P97000038255

ACCOUNT NO. : 072100000032

REFERENCE : 518674 134758A

AUTHORIZATION : *Patricia Pizote*

COST LIMIT : \$ 78.75

ORDER DATE : December 16, 1999

ORDER TIME : 11:52 AM

ORDER NO. : 518674-005

CUSTOMER NO: 134758A

CUSTOMER: Theodore J. Klein, Esq
Theodore J. Klein, Esq
88 N.e. 168th Street

N. Miami Beach, FL 33162

Merger

100003072811--6

RECEIVED

99 DEC 16 PM 12:54

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

EXPRESS PARK MANAGEMENT, INC.

INTO

CARIBBEAN PARKING SYSTEMS,
INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 16 PM 3:07

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: *OR*

**02250,*

ARTICLES OF MERGER
Merger Sheet

MERGING:

EXPRESS PARK MANAGEMENT, INC., a Florida corporation P99000015436

INTO

CARIBBEAN PARKING SYSTEMS, INC., a Florida entity, P97000038255

File date: December 16, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

FILED
99 DEC 16 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
EXPRESS PARK MANAGEMENT, INC., a Florida for profit corporation
INTO
CARIBBEAN PARKING SYSTEMS, INC., a Florida for profit corporation.

Pursuant to the provisions of the Florida law, Express Park Management, Inc. and Caribbean Parking Systems, Inc., each being for profit corporations organized and existing under the laws of the State of Florida (hereinafter the "Constituent Corporations"), hereby adopt the following Articles of Merger for the purposes of merging Express Park Management, Inc. with and into Caribbean Parking Systems, Inc. to form a single surviving corporation, which shall be Caribbean Parking Systems, Inc. (the "Surviving Corporation"):

FIRST: The laws of the State of Florida, under which the Constituent Corporations are organized, permit such a merger.

SECOND: The name of the Surviving Corporation is Caribbean Parking Systems, Inc. and it shall continue to be governed by and organized under the laws of the State of Florida.

THIRD: An Agreement and Plan of Merger was entered in to by the Constituent Corporations on December 15, 1999 and the Agreement and Plan of Merger was adopted by all of the directors and all of the stockholders of the Constituent Corporations in the manner prescribed by Florida law. The Agreement and Plan of Merger was adopted by the sole shareholder and the board of directors of Express Park Management, Inc. on December 15, 1999. The Agreement and Plan of Merger was adopted by the board of directors of Caribbean Parking Systems, Inc. on December 15 1999. Pursuant to Section 607.1103(7), F.S., shareholder approval by the shareholders of Parent

is not required.

FOURTH: Pursuant to the Agreement and Plan of Merger, the shares of stock in Parent will be surrendered as of the effective date of the merger. Each shareholder of Parent whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations and relative rights, immediately after the merger.

FIFTH: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

Respectfully submitted on this 15 day of December, 1999.

Express Park Management, Inc.,
a Florida corporation

By: Mitchell
Mitchell Liss, President

Caribbean Parking Systems, Inc.,
a Florida corporation

By: Mitchell
Mitchell Liss, President