

Division of Corporations

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MERGER OR SHARE EXCHANGE

CARIMEX, INC.

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Mergers

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**ARTICLES OF MERGER
OF CARIMEX ACQUISITION Corp.
INTO
CARIMEX, INC.**

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, the undersigned Carimex Acquisition Corp. ("Carimex Acquisition"), a Florida corporation and Carimex, Inc., a Florida corporation ("Carimex, Inc."), adopt the following Articles of Merger for the purpose of merging the two corporations into one Florida corporation:

ARTICLE I.

The names of the constituent corporations and the States under the laws of which they are respectively organized are:

Name of Corporation	State
Carimex Acquisition	Florida
Carimex, Inc.	Florida

ARTICLE II.

The name of the surviving corporation is Carimex, Inc., a Florida corporation, and it is to be governed by the laws of the State of Florida.

ARTICLE III.

The Plan of Merger was approved by the Board of Directors of Carimex, Inc. and Carimex Acquisition, and the shareholders of Carimex Acquisition in the manner prescribed by section 607.1104, Florida Statutes, to be effective when filed with the Secretary of State of the State of Florida. Carimex, Inc. is a wholly owned subsidiary of Carimex Acquisition and does not have any shareholders who are entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes.

ARTICLE IV.

The Plan of Merger is attached hereto as Exhibit A.

[signatures continued on next page]

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[signature page to Articles of Merger dated August 23, 2005]

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on this August 23, 2005.

Carimax Acquisition Corp., a Florida corporation

By: Maria Isabel McNeer
Maria Isabel McNeer, President

Carimax, Inc., a Florida corporation

By: Jose Ramon Brea
Jose Ramon Brea, President

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Exhibit A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, effective as of August 23, 2005, is made between Carimex, Inc., a Florida corporation ("Carimex") and Carimex Acquisition Corp., a Florida corporation ("Acquisition").

RECITALS

- A. Acquisition is a corporation organized and existing under and by virtue of the laws of the State of Florida.
- B. Carimex is a corporation organized and existing under and by virtue of the laws of the State of Florida.
- C. Carimex is a wholly owned subsidiary of Acquisition.
- D. The board of directors of Acquisition and Carimex deem it desirable and in the best interests of the corporations and their shareholders that Acquisition be merged into Carimex (as described in greater detail herein, the "Merger").

AGREEMENT

In consideration of the mutual covenants contained herein and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties agree as follows:

1. *Recitals.* The foregoing recitals are true and correct and are incorporated herein.
2. *Surviving Corporation.* The surviving corporation of the Merger shall be Carimex and it shall be governed by the laws of Florida.
3. *Capital Structure Prior to Merger.* With respect to each constituent corporation, prior to the Merger the number of issued, authorized and outstanding shares are as follows:

	<u>Authorized</u>	<u>Issued</u>	<u>Outstanding</u>
Acquisition	1,000 shares common stock, \$1.00 par value	100	100
Carimex	501 shares common stock, \$1.00 par value	100	100

With respect to each constituent corporation, there is only one class or series of stock which is entitled to vote in respect of this Merger.

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4. **Capital Structure After Merger.** Upon the consummation of the merger, the surviving corporation shall have 501 shares common stock, \$1.00 par value authorized of which 100 shall be issued and outstanding.

5. **Distribution of Shares.** The surviving corporation, Carimex, is currently the wholly owned subsidiary of Acquisition. Accordingly, upon consummation of the merger, the issued and outstanding shares of Carimex will be distributed pro-rata to the shareholders of Acquisition, and each issued and outstanding share of Acquisition shall be converted into one share of Carimex. Each holder of voting common stock of Acquisition shall surrender his stock certificate representing the issued and outstanding voting common stock of Acquisition and, in exchange, stock certificates shall be issued by Carimex to each such shareholder for a like number of shares of common stock of Carimex.

6. **Approval of Plan.** This Agreement and Plan of Merger contained herein was duly approved and adopted by unanimous vote of the board of directors of each of the constituent corporations. Carimex is a wholly owned subsidiary of Acquisition and does not have any shareholders who are entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes.

7. **Articles and Certificate of Merger.** Each constituent corporation has duly approved and adopted the respective Articles of Merger in the form attached hereto as Exhibit A, and the respective officers of each corporation are directed and authorized to file such Articles of Merger with the Secretary of State of each respective state of incorporation and to take any and all appropriate actions necessary to effectuate the terms of this Agreement and Plan of Merger.

8. **Plan of Merger.** On the effective date of the Merger,

- a. The stock of the constituent corporations shall be exchanged as described above.
- b. The separate corporate existence of Acquisition shall terminate and cease.
- c. The surviving corporation, Carimex, shall become the transferee and owner of all the rights, privileges, franchises, and property of Acquisition, including, but not limited to all of the real and personal property, both tangible and intangible, choses in action, of whatsoever nature or description, without further action, deeds, bills of sale, assignments, or other like instruments. However, any such instrument shall be promptly executed by the appropriate officers of Acquisition whenever deemed desirable to evidence such transfer, vesting, or devolution of any such property or right.
- d. The surviving corporation shall become subject to all the liabilities, obligations and penalties of Acquisition.
- e. The bylaws of Carimex as in effect on the effective date of the Merger shall remain unaffected by the Merger and shall remain until altered, amended or repealed, or until new bylaws shall be adopted in accordance with the Articles of Incorporation of Carimex or as provided by applicable law.

9. **Ordinary Course of Business.** Neither Acquisition nor Carimex shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated herein.

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10. *Course of Dealing.* No course of dealing between the parties shall be effective to change, modify or discharge any provision of this Agreement or to constitute a waiver of any default.

11. *Amendments.* This Agreement may be modified or amended only by an instrument in writing executed by the parties.

12. *Governing Law.* This Agreement shall be governed by and construed under the laws of the State of Florida.

In Witness Whereof, the parties have executed this Agreement effective the date and year first above written.

Carimex Acquisition Corp., a Florida corporation

By: Maria Isabel McNea
Maria Isabel McNea, President

Carimex, Inc., a Florida corporation

By: Jose Ramon Brea
Jose Ramon Brea, President