

544791

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**MERGER OR SHARE EXCHANGE
THE REDEVCO CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES
AND PLAN OF MERGER**

These Articles and Plan of Merger made and entered into this 31st day of December, 2014, by and between the following entities (hereinafter collectively referred to as the "Constituent Entities"):

THE REDEVCO CORPORATION (Florida Document Number 544791 and FEI Number 591817645 (the "Corporation"); and
MENTOR DEVELOPMENT, LLC (Florida Document Number L04000055748 and FEI Number 201482127 (the "LLC").

BACKGROUND

A. The LLC is a limited liability company organized and existing under the laws of the State of Florida, having its Articles of Organization filed and effective on July 27, 2004, and its only Member is the Corporation ("Member"). The LLC is managed by the Member.

B. The Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on September 8, 1977, and having authorized one class of common stock, of which all of the issued and outstanding shares are owned by Redevco Investments, Inc. ("Shareholder").

C. The Member of the LLC, and the Board of Directors of the Corporation have, by resolution, established that it is advisable for the general welfare and advantage of the Constituent Entities that they merge into a single entity which shall be the Corporation, whose existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger. The Shareholder and the Member of the Corporation and LLC, respectively, have unanimously approved the Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of the Corporation in accordance with the provisions of the Florida General Corporations Act and the Member of the LLC in accordance with the provisions of the Florida Revised Liability Company Act, hereby execute these Articles and Plan of Merger for the purposes of complying with said Acts in order to effectuate the Merger.

1. This Merger shall become effective on the close of business on December 31, 2014.
2. The names of the entities that are parties to the Merger are as follows:
 - a) MENTOR DEVELOPMENT, LLC; and
 - b) THE REDEVCO CORPORATION
3. The surviving entity shall be THE REDEVCO CORPORATION.
4. The undersigned hereby certify that this Plan was adopted by the Member of the LLC and in resolutions of the Board of Directors of the Corporation on the 31 day of December, 2014, and was unanimously approved by the shareholder of all the issued and outstanding shares of the Corporation on the same date. With respect to the Corporation and LLC, only one voting group was entitled to vote and the number of votes cast in favor of this Plan was unanimous and, therefore, sufficient for approval by each voting group.
5. The manner of converting or otherwise dealing with the interests in the Constituent Entities upon the Merger becoming effective shall be that all of the membership interests in the LLC shall be deemed canceled and the shares of the Corporation currently issued and outstanding shall remain issued and outstanding.
6. The Merger will not effect any change in the Articles of Incorporation of the Corporation.
7. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the LLC shall cease and the Corporation shall continue to have all of its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.
8. Upon the Merger becoming effective, the title to all real estate and other property, or any interest therein, owned by each of the Constituent Entities, shall be vested in the Corporation without reversion or impairment of any kind and without further act or deed.

9. After the Effective Date of the Merger, the Corporation will be responsible and liable for all the liabilities and obligations of the LLC; and, any claim existing or action or proceeding pending by or against the LLC may be prosecuted as if this Merger had not taken place, or the Corporation may be substituted in the place of the LLC. Neither the rights of creditors nor any liens upon the property of any of the Constituent Entities shall be impaired by this Merger.

IN WITNESS WHEREOF, these Articles and Plan of Merger have been executed and acknowledged by the President of the Corporation and Member of the LLC.

THE REDEVCO CORPORATION

By: Debra Sinkle Kolsky
Debra Sinkle Kolsky, President

MENTOR DEVELOPMENT, LLC, by its
Member, THE REDEVCO CORPORATION

By: Debra Sinkle Kolsky
Debra Sinkle Kolsky, President

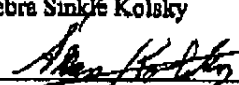
**ACTION BY SHAREHOLDER
AND BOARD OF DIRECTORS
OF THE REDEVCO CORPORATION**

The undersigned, being the Member and Board of Directors of THE REDEVCO CORPORATION, a Florida entity, hereby waive all formal requirements to the action set forth herein including the holding of a meeting and notice of such meeting and hereby adopt the following actions:

1. This Entity shall adopt the Articles and Plan of Merger as attached hereto and incorporated herein as Exhibit "A".
2. The Directors and Officers of this Entity are authorized and directed to effectuate and execute said Articles and Plan of Merger on behalf of this Entity and to take such other actions as may be necessary to effectuate said Articles and Plan of Merger; and
3. The undersigned shareholder waives any and all rights given by law to dissent to the described merger and to have his shares of stock in this Entity purchased or redeemed for their fair market value.

IN WITNESS WHEREOF, we have hereunto set our hands this 31 day of December, 2014.

DIRECTORS:


Debra Sinkle Kolsky

Allan Kolsky

SHAREHOLDER:

REDEVCO INVESTMENTS, INC., a Florida corporation

By: 
Debra Sinkle Kolsky, President

**ACTION BY MEMBER
OF MENTOR DEVELOPMENT, LLC**

The undersigned, being the Sole Member of MENTOR DEVELOPMENT, LLC, a limited liability company, hereby waive all formal requirements to the action set forth herein including the holding of a meeting and notice of such meeting and hereby adopt the following actions:

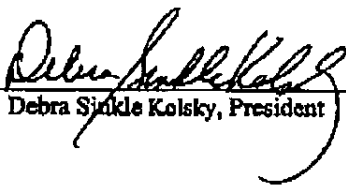
1. This LLC shall adopt the Articles and Plan of Merger as attached hereto and incorporated herein as Exhibit "A".
2. The Members of this LLC are authorized and directed to effectuate and execute said Articles and Plan of Merger on behalf of this LLC and to take such other actions as may be necessary to effectuate said Articles and Plan of Merger; and
3. The undersigned waives any and all rights given by law to dissent to the described merger and to have his shares of stock in this LLC purchased or redeemed for their fair market value.

IN WITNESS WHEREOF, I have hereunto set my hand this 31 day of December 2014.

MEMBER:

THE REDEVCO CORPORATION, a Florida
corporation

By: _____


Debra Sinkle Kolsky, President

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