

H69540



ACCOUNT NO. : 072100000032
REFERENCE : 073012 4336650
AUTHORIZATION : Patricia Pigots
COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1998
ORDER TIME : 10:32 AM
ORDER NO. : 073012-005
CUSTOMER NO: 4336650

SUBMIT FOR FILING ON
12-30-1998

Merger

CUSTOMER: Charles Lea Hume, Esq
Baker & Mckenzie
1200 Brickwell Avenue
19th Floor
Miami, FL 33131

FILED
98 DEC 30 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

600002726796-6

OI ACQUISITION CORP.

INTO

ORDEVCO HOTEL CORPORATION

RECEIVED
98 DEC 30 PM 9:21
BOARD OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Janice Vanderslice
EXAMINER'S INITIALS:

JRV
12/30/98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OI ACQUISITION CORP., a Florida corporation P98000012434

INTO

ORDEVCO HOTEL CORPORATION, a Florida corporation, H69540.

File date: December 30, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
MERCING
OI ACQUISITION CORP.
WITH AND INTO
ORDEVCO HOTEL CORPORATION**

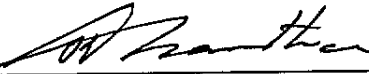
98 DEC 30 PM 1:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 et seq. of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger are hereby adopted by Ordevco Hotel Corporation, a Florida corporation ("Ordevco"), and OI Acquisition Corp., a Florida corporation ("OAC"), for the purpose of merging OAC with and into Ordevco, with Ordevco being the surviving corporation (the "Merger"). All of the issued and outstanding shares of OAC capital stock are owned by InterRedec, Inc., a Delaware corporation ("Parent"). Parent also owns 98.6% of the issued and outstanding shares of the capital stock of Ordevco.


1. A Plan of Merger (the "Plan") providing for the merger of OAC with and into Ordevco is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Merger shall become effective on the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA.
3. Pursuant to the provisions of Section 607.1104 of the FBCA, shareholder approval of the Merger was not required.
4. The Plan was adopted by the unanimous consent of the board of directors of Parent on November 30, 1998.

These Articles of Merger have been executed by the undersigned as of the 30th day of November, 1998.

ORDEVCO HOTEL CORPORATION

By: 
Kethesparan Srikanthan
President

OI ACQUISITION CORP.

By: 
Kethesparan Srikanthan
President

INTERREDEC, INC.


By: 
Kethesparan Srikanthan
Executive Vice President

EXHIBIT A
PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is hereby adopted by InterRedec, Inc., a Delaware corporation (the "Company"), for the purpose of merging OI Acquisition Corp., a Florida corporation and a wholly-owned subsidiary of the Company ("OAC"), with and into Ordevco Hotel Corporation, a Florida corporation of which the Company owns 98.6% of the capital stock ("Ordevco"), with Ordevco being the surviving corporation (the "Merger").

NOW, THEREFORE, the Company hereby approves and adopts this Plan providing for the Merger as authorized by Section 607.1101 et seq. of the Florida Business Corporation Act (the "FBCA") upon the terms and subject to the conditions herein.

1. Merger. At the Effective Time (as defined herein) of the Merger, OAC shall be merged with and into Ordevco, Ordevco shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and the separate corporate existence of OAC shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA (the "Effective Time").

2. Governing Documents.

a. The Articles of Incorporation of Ordevco, as in effect immediately prior to the Effective Time, shall constitute the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

b. The Bylaws of Ordevco as in effect immediately prior to the Effective Time shall constitute the Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Directors. The persons who are officers and directors of Ordevco immediately prior to the Effective Time shall, after the Effective Time, be the officers and directors of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws and applicable law.

4. Name. The name of the Surviving Corporation shall be "Ordevco Hotel Corporation."

5. Jurisdiction of Surviving Corporation. The Surviving Corporation is to be governed by the laws of the State of Florida

6. Succession. At the Effective Time, the separate corporate existence of OAC shall cease, and the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and

duties of OAC, and all property, real, personal and mixed, and all debts due to OAC on whatever account and all other things in action, shall be vested in the Surviving Corporation.

7. Capitalization of Surviving Corporation; Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

a. Each share of OAC common stock outstanding immediately prior to the Effective Time shall be converted into one share of common stock of the Surviving Corporation.

b. All shares of Ordevco common stock ("Ordevco Stock") outstanding immediately prior to the Effective Time, other than shares held by the Company, shall be converted into the right to receive an aggregate of \$200,000 evidenced by a promissory note executed by Ordevco, payable upon demand by Ordevco to the holder thereof and bearing interest at a rate per annum equal to LIBOR (as defined below), upon surrender of the certificate representing such share. "LIBOR" means the rate of interest per annum for twelve-month deposits in U.S. Dollars, which appears on Telerate Page 3750 as of 11:00 a.m. on the date of the Effective Time, provided that if such source is not available on the date of the Effective Time, then LIBOR shall be the rate per annum determined by Ordevco (in accordance with its customary general practice) to be the per annum rate at which twelve-month deposits in immediately available funds in U.S. Dollars are offered (at approximately 11:00 a.m. London time) on the date of the Effective Time by prime banks in the London interbank market for delivery on the next business day which such source is available.

c. Each share of Ordevco Stock outstanding immediately prior to the Effective Time and held by the Company shall, without any action on the part of the holder thereof, be canceled without the payment of any consideration therefor.

8. Dissenters' Rights. Shareholders of Ordevco who dissent from the Merger pursuant to Section 607.1320 of the FBCA may be entitled, if they comply with the provisions of the FBCA regarding the rights of dissenting stockholders, to be paid a fair value for such shares as determined in accordance with the provisions of the FBCA. Any issued and outstanding share of Ordevco Stock with respect to which dissenters' rights will have been properly perfected in accordance with Section 607.1320 of the FBCA will not be converted into the right to receive the consideration described in Section 8(b) above, and the holders thereof will have only such rights as are provided in the FBCA.

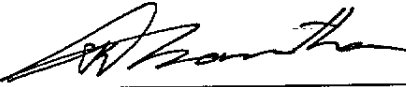
9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Governing Law. This Plan shall be governed by and construed in accordance with the laws of the State of Florida.

11. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan.

IN WITNESS WHEREOF, the undersigned have executed this Plan this 30th day of November, 1998.

INTERREDEC, INC.

By: 

Kethesparan Srikanthan
Executive Vice President