

H69540

Shreds Delery
Requestor's Name

12/21
Address

City/State/Zip Phone #
66684318

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. Ordevco Hotel Corp
(Corporation Name) (Document #)
- 2. into
(Corporation Name) (Document #)
- 3. Ordevco Hotel Corp.
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

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99 DEC 21 PM 2:52
SECRETARY OF STATE
FALL MASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

merge

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ORDEVCO HOTEL CORP., a Fl corp., H69540

INTO

ORDEVCO HOTEL CORP., a Texas corporation not qualified in Florida

File date: December 21, 1999, effective December 27, 1999

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
MERGING
ORDEVCO HOTEL CORPORATION,
A FLORIDA CORPORATION
WITH AND INTO
ORDEVCO HOTEL CORPORATION,
A TEXAS CORPORATION**

EFFECTIVE DATE
12/27/99

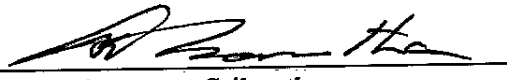
Pursuant to Section 607.1101 et seq. of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger are hereby adopted by Ordevco Hotel Corporation, a Florida corporation ("Ordevco-FL"), and Ordevco Hotel Corporation, a Texas corporation ("Ordevco-TX"), for the purpose of merging Ordevco-FL with and into Ordevco-TX, with Ordevco-TX being the surviving corporation (the "Merger"). All of the issued and outstanding shares of Ordevco-FL and Ordevco-TX are owned by Parkway Holdings Corporation, a Florida corporation

1. A Plan of Merger (the "Plan") providing for the merger of Ordevco-FL with and into Ordevco-TX is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Merger shall become effective on December 27, 1999 at 11:00 a.m. (Central Standard Time) in accordance with the provisions of the FBCA.
3. The Plan was approved by Ordevco-FL in accordance with the applicable provisions of Chapter 607 of the FBCA.
4. The Plan of Merger was approved by Ordevco-TX in accordance with the applicable laws of the State of Texas.
5. The address of the principal office of Ordevco-TX under the laws of the State of Texas is 2900 Parkway Boulevard, Kissimmee, Florida 33747.
6. Ordevco-TX hereby appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger.
7. Ordevco-TX has agreed to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the Merger the amount, if any, to which they are entitled under Section 607.1302 of the FBCA.

These Articles of Merger have been executed by the undersigned as of the 6th day of December, 1999.

99 DEC 21 PM 2:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDEVCO HOTEL CORPORATION,
a Florida corporation

By: 
Kethesparan Srikanthan
President

ORDEVCO HOTEL CORPORATION,
a Texas corporation

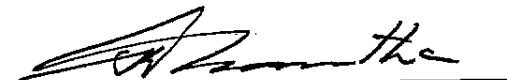
By: 
Kethesparan Srikanthan
President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is entered into by and between Ordevco Hotel Corporation, a Florida for profit corporation (the "Company"), and Ordevco Hotel Corporation, a Texas for profit corporation ("Acquirer").

WHEREAS, the Company is a corporation organized, governed by and existing under the laws of the State of Florida and whose authorized capital consists of 500,000 shares of common stock, par value \$1.00 per share (the "Company Common Stock"), of which 408,393 shares are issued and outstanding and entitled to vote and 56,000 shares of preferred stock, par value \$100.00 per share, of which no shares are issued and outstanding and entitled to vote;

WHEREAS, Acquirer is a corporation organized, governed by and existing under the laws of the State of Texas and whose authorized capital consists of 1,000 shares of common stock, par value \$0.01 per share (the "Acquirer Common Stock"), of which 100 shares are issued and outstanding and entitled to vote; and

WHEREAS, the Boards of Directors of the Company and Acquirer deeming it advisable and in the best interests of the Company and Acquirer and the respective sole shareholders of the Company and Acquirer, by resolution have approved and adopted this Plan providing for the merger of the Company with and into Acquirer (the "Merger") as authorized by Section 607.1101 et seq. of the Florida Business Corporation Act (the "FBCA") and Article 5.01 et seq. of the Texas Business Corporation Act (the "TBCA"), upon the terms and subject to the conditions of this Plan;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of stating the terms and conditions of the Merger, the mode of effectuating the same, and such other details and provisions as are deemed desirable, the parties hereto have agreed, and do hereby agree, subject to the approval and adoption of this Plan by the sole shareholder of the Company and the sole shareholder of Acquirer, as follows:

1. Merger. At the Effective Time (as defined herein) of the Merger, the Company shall, pursuant to the provisions of the FBCA and the TBCA, be merged with and into Acquirer. Acquirer shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation"), and the separate corporate existence of the Company shall cease in accordance with the provisions of the FBCA. The Merger shall become effective on December 27, 1999 at 11:00 a.m. (Central Standard Time). The date and time when the Merger shall become effective is herein referred to as the "Effective Time".

2. Governing Documents.

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

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

3. Officers and Directors. The persons who are officers and directors of the Company 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. Registered Agent and Jurisdiction of Surviving Corporation. The Surviving Corporation is to be governed by the laws of the State of Texas and the address of its registered office in the State of Texas is 800 Brazos, Suite 1100, Austin, Texas 78701. The name of its registered agent at such address is Capitol Corporate Services, Inc.

6. Succession. The effect of the Merger shall be that set forth in Section 607.1106 of the FBCA and Article 5.06 of the TBCA and the Surviving Corporation will be responsible for all debts and obligations of the Company and will take title to all property of the Company.

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. Four hundred eight thousand three hundred ninety three (408,393) shares of the Company Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive one hundred (100) shares of common stock, par value \$0.01 per share, of the Surviving Corporation, upon surrender of the certificate representing such shares; and all such shares of Company Common Stock shall no longer be outstanding and automatically shall be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares of Company Common Stock shall cease to have any rights with respect thereto, except the right to receive the

number of shares of common stock, par value \$0.01 per share, of the Surviving Corporation to be paid in consideration therefore upon surrender of such certificate.

b. Each share of the Acquirer Common Stock outstanding immediately prior to the Effective Time shall be canceled and retired, and no payment shall be made with respect thereto.

8. Stock Certificates. At or after the Effective Time, the holder of the shares of the Common Stock that was outstanding prior to the Effective Time, shall surrender the certificate that represented such shares immediately prior to the Effective Time and the Surviving Corporation shall, upon receipt of such certificate, cancel it without payment of any consideration therefor.

9. Other Provisions with Respect to Merger.

a. This Plan herein made and approved shall be submitted to the respective sole shareholders of the Company and the Acquirer for approval or rejection in the manner prescribed by the provisions of the FBCA and the TBCA, and the Merger shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Surviving Corporation.

b. In the event that this Plan shall have been approved by the respective sole shareholders entitled to vote of the Company and Acquirer in the manner prescribed by the provisions of the FBCA and the TBCA, and in the event that the Merger shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Surviving Corporation, the Company and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Texas, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

c. The Board of Directors and the proper officers of the Company and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenience to carry out or put into effect any of the provisions of this Plan or the Merger.


10. Governing Law. This Plan shall be governed by and construed in accordance with the laws of the States of Florida and Texas, respectively.

11. Counterparts. This Plan may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.


12. 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 Company and Acquirer have caused this Plan to be signed by their respective duly authorized officers and delivered this 16th day of December, 1999.

ORDEVCO HOTEL CORPORATION,
a Florida corporation

By: 
Kethesparan Srikanthan, President

ORDEVCO HOTEL CORPORATION,
a Texas corporation

By: 
Kethesparan Srikanthan, President