

L00000003786

JOE S. BRANNEN*
CLARK A. STILLWELL
DONALD F. PERRIN**
KEVIN K. DIXON

May 17, 2002

(352) 726-6767
FAX # (352) 726-8283
BANK OF INVERNESS BLDG.
320 HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

*OF COUNSEL
**BOARD CERTIFIED IN REAL ESTATE

Mailing Address:
POST OFFICE BOX 250
INVERNESS, FLORIDA 34451-0250

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700005597947--3
-05/22/02--01060--006
*****70.00 *****70.00

Re: Articles of Merger - Redinc International, S.A. -
Redinc International, U.S.A., L.L.C.

000005597810--0
-05/22/02--01060--026
*****70.00 *****70.00

Dear Sirs:

We enclose the following documents relative to the above referenced merger:

1. Executed Articles of Merger;
2. Plan of Merger
3. Consents'
4. Filing fee of \$70.00 (\$35.00 per corporation).

Please review and file the Articles of Merger. Upon filing please forward a copy to my office. Thank you for your prompt attention to this matter.

Very truly yours,

BRANNEN, STILLWELL & PERRIN, P.A.



Clark A. Stillwell

FILED
02 JUN 14 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAS/tr
Enclosure
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 29, 2002

CLARK A. STILLWELL
BRANNEN, STILLWELL & PERRIN, P.A.
P.O. BOX 250
INVERNESS, FL 34451-0250

SUBJECT: REDINC INTERNATIONAL, S.A. - U.S.A., L.L.C.
Ref. Number: L00000003786

We have received your document for REDINC INTERNATIONAL, S.A. - U.S.A., L.L.C. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the surviving entity does not match within the article of merger & the plan of merger, please correct your document accordingly.

The articles of merger must reflect that the plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 702A00034476

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
BRANNEN, STILLWELL & PERRIN, P.A.

JOE S. BRANNEN*
CLARK A. STILLWELL
DONALD F. PERRIN**
KEVIN K. DIXON

June 3, 2002

(352) 726-6767
FAX # (352) 726-8283
BANK OF INVERNESS BLDG.
320 HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

Mailing Address:
POST OFFICE BOX 250
INVERNESS, FLORIDA 34451-0250

*OF COUNSEL
**BOARD CERTIFIED IN REAL ESTATE

Gretchen Harvey,
Document Specialist Supervisor
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Subject: Redinc International, S.A. -U.S.A., L.L.C.
Ref. Number: L00000003486

Dear Ms. Harvey:

Enclosed please find the Articles of Merger, Plan of Merger, Consents', State of Florida Merger forms, copy of Power of Attorney and a copy of your letter dated May 29, 2002 in regard to the above referenced merger. The revisions as requested in your letter have been made. If satisfactory, please review and file the Articles of Merger. Upon filing please forward a copy to my office. Thank you for your prompt attention to this matter.

Very truly yours,

BRANNEN, STILLWELL & PERRIN, P.A.


Clark A. Stillwell

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TALLAHASSEE, FLORIDA

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LAW OFFICES
BRANNEN, STILLWELL & PERRIN, P.A.

JOE S. BRANNEN*
CLARK A. STILLWELL
DONALD F. PERRIN**
KEVIN K. DIXON

June 11, 2002

(352) 726-6767
FAX # (352) 726-8283
BANK OF INVERNESS BLDG.
320 HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

Mailing Address:
POST OFFICE BOX 250
INVERNESS, FLORIDA 34451-0250

*OF COUNSEL
**BOARD CERTIFIED IN REAL ESTATE

Gretchen Harvey,
Document Specialist Supervisor
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Subject: Redinc International, S.A. -U.S.A., L.L.C.
Ref. Number: L00000003486

Dear Ms. Harvey:

Enclosed please find the Articles of Merger. Per your instructions the revisions were made. If satisfactory, please review and file the Articles of Merger. Upon filing please forward a copy to my office. Thank you for your prompt attention to this matter.

Very truly yours,

BRANNEN, STILLWELL & PERRIN, P.A.


Clark A. Stillwell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument prepared by:
Clark A. Stillwell, Esq.
BRANNEN, STILLWELL & PERRIN, P.A.
Post Office Box 250
Inverness, FL 34451-0250

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS

That we, Redinc, International, Inc., do hereby constitute and appoint, Clark A. Stillwell, Esquire, Brannen, Stillwell & Perrin, P.A. of Post Office Box 250, Inverness, Florida 34451, to be my true and lawful attorney and do hereby grant the following specific powers to him:

To execute on our behalf and in our name any and all corporate documents necessary to effectuate the corporate merger/reorganization of Redinc International, Inc., ("International") a foreign corporation authorized to do business in the State of Florida into Redinc, LLC, a Fla. entity ("LLC") resulting in the transfer of all of International's assets and liabilities into the LLC and in exchange equity ownership in the LLC entity of equal value, said power to include the authority to execute all title instruments of "International" transferring assets into acquiring corporation, "LLC".

This Power of Attorney shall last for an infinite term unless revoked by me in writing and shall survive any incompetency or incapacity suffered by me.

Signed, sealed and delivered
in our presence:

REDINC INTERNATIONAL, INC.

Francis E. Perez
Print name: Francis Perez

Leticia Montoya

Hercilia M. de Zelaya
Print name: Hercilia de Zelaya

NOTARY

02 JUN 14 AM 10:34
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 31st day of December, 2001 by Leticia Montoya, who: is/are personally known to me _____ (yes/no) OR who has/have produced _____ as identification.

Lic. Boris Sucre B.
Notary Public
Name: Notario Público Octavo
Commission No.:
Commission Expires:

(Notary stamp or seal)



ARTICLES OF MERGER
Merger Sheet

MERGING:

REDINC INTERNATIONAL, S.A., A PANAMANIAN ENTITY

INTO

REDINC INTERNATIONAL, S.A. - U.S.A., L.L.C., a Florida entity,
L00000003786

File date: June 14, 2002

Corporate Specialist: Gretchen Harvey

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u> -Foreign	<u>Entity Type</u>
1. Redinc International, S.A.- 320 S. Highway 41 Inverness, Florida 34450	<u>Panamanian</u>	<u>Corp.</u>
Florida Document/Registration Number: <u>F97000004189</u>	FEI Number: _____	
2. Redinc International, U.S.A.; L.L.C. 2097 N. Watersedge Drive Crystal River, Florida 34429 Anthony Tanner, Managing Partner	<u>Florida</u>	<u>Limited Liability</u>
Florida Document/Registration Number: <u>L00000003786</u>	FEI Number: _____	
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Redinc International, S.A - USA, LLC	Florida	Limited Liability
2097 N.W. Watersedge Drive		
Crystal River, Florida 34429		
Anthony Tanner, Managing Partner		

Florida Document/Registration Number: L00000003786 FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes. See Attached.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

See Attached Consents.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

Yes

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

Yes

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

See Attached Consents.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

N/A


(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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<u>Redinc International, S.A.</u>		<u>Clark A. Stillwell, Esq.</u>
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<u>Redinc International, S.A.- USA, L.L.C.</u>		<u>Anthony TADLER</u>
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

THIRD: The terms and conditions of the merger are as follows:

See Attached Articles of Merger

See Attached Plan of Merger

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See Attached Articles of Merger/Plan of Merger

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See Attached Articles of Merger/Plan of Merger

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

Name(s) and Address(es) of General Partner(s)

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TALLAHASSEE, FLORIDA

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Anthony Tanner, Manager
2097 N. Watersedge Drive
Crystal River, Florida 34429

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See Attached Consents

EIGHTH: Other provisions, if any, relating to the merger:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER

OF


REDINC INTERNATIONAL, S.A., a Panamanian Corp.


into

Redinc International, S.A., U.S.A., L.L.C.
(Surviving Entity)

The undersigned does hereby file with the State of Florida, Secretary of State pursuant to F.S. 608.4382 the following Articles of Merger:

1. Plan of Merger: The Plan of Merger is attached as Exhibit "A";
2. Consent: The written, unanimous consent of each entity and respective shareholders and members has been received.
3. Approval: The Plan of Merger was approved by the absorbed corporation in accord with the applicable laws of the country of incorporation.
4. Effective Date: For purposes of the State of Florida the effective date is per F.S. 608.4383.
5. State of Organization: The surviving entity is organized under laws of the State of Florida.


Redinc International, S.A., U.S.A., L.L.C.
By: Anthony Tanner


Redinc International, S.A.
By: Clark A. Stillwell

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This instrument Prepared By:
Clark A. Stillwell, Esquire
Brannen, Stillwell & Perrin, P.A.
Post Office Box 250
Inverness, Florida 34450

Plan of Merger

Plan of merger dated December 31, 2001 between Redinc International, S.A. - U.S.A., L.L.C., referred to as the surviving entity, and Redinc International, S.A., a foreign corporation licensed to do business in the State of Florida, referred to as the absorbed corporation.

STIPULATIONS

A. Redinc International - U.S.A., L.L.C. is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at Citrus County, Florida.

B. Redinc International, S.A. is a corporation organized and existing under the laws of the Laws of Panama, with its principal office at Panama City, Panama and is qualified to transact business as a foreign corporation in the State of Florida.

C. The boards of directors of the absorbed corporation have deemed it desirable and in the best business interest of the corporations and their shareholders that Redinc International, S.A. be merged into Redinc International, S.A. - U.S.A., L.L.C. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. Both Boards or Managers having consented to such in writing.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger: Redinc International, S.A., shall merge with and into Redinc International, S.A. - U.S.A., L.L.C. which shall be the surviving entity.

Section Two. Terms and Conditions: On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving entity shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and either the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares/Capital Interest: The manner and basis of converting the shares of the absorbed corporation into ownership interest of the surviving entity is as follows:

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TALLAHASSEE, FLORIDA

100% of the total capital interest in Redinc International, S.A. (the absorbed corporation) shall be converted into 100% capital interest in the L.L.C. (the surviving entity)

Section Four. Changes in Management Agreement: The Management Agreement of the surviving entity, Redinc International, S.A. - U.S.A., L.L.C. shall continue following the effective date of the merger.

Section Five. Managing Officer: The manager of the surviving entity, Redinc International, S.A. - U.S.A., L.L.C. shall continue as the manager of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified or as of the affective date, December 31, 2001.

Section Six. Prohibited Transactions: Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

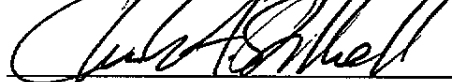
Section Seven. Approval by Shareholders/Owners: This plan of merger was submitted for the approval of the respective shareholders, members and owners of the constituent corporation or entity in the manner provided by the applicable laws of the State of Florida or Country of incorporation (as applicable) at a meeting held on or before December 31, 2001, at which time unanimous written consent was acquired from both entities.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date of filing with Secretary of State, State of Florida.

Section Ten. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Redinc International, S.A.



Title: Power of Attorney

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TALLAHASSEE, FLORIDA

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Redinc International, S.A. - U.S.A., L.L.C.



Title: Managing Partner

Redinc International, USA, L.L.C.

Waiver and Consent

The undersigned Manager and Members of Redinc International, USA, LLC, a Florida limited liability company, hereby waive notice of the special meeting of the Manager and Members to consider merger of the corporation with Redinc International, Ltd., S.A. and approve the Plan and Articles of Merger. By execution of this Waiver and Consent by designated Manager they agree to the following:

1. Waive written notice of the meeting;
2. Consent to the terms of merger as stated in the attached Articles of Merger.


Anthony Panner, Manager

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TALLAHASSEE, FLORIDA

Redinc, Ltd., S.A,

Waiver and Consent

The undersigned officers, directors and shareholders of Redinc, Ltd., S.A., a Panamanian Corp. hereby waive notice of the special meeting of officers and shareholders to consider merger of the corporation with Redinc USA, LLC and approve the Articles of Merger. By execution of this Waiver and Consent by designated, authorized power of attorney the officers, directors and shareholders:

1. Waive written notice of the meeting;
2. Consent to the terms of merger as stated in the attached Articles of Merger



Clark A. Stillwell, Esquire
Power of Attorney for
All Shareholders, Directors and Officers

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TALLAHASSEE, FLORIDA