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(Requestor's Name)

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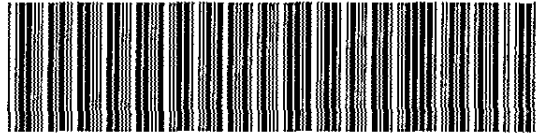
(Business Entity Name)

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2003 JUL 24 PM 2:33

CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

7/29 per G.H. OK to File as a
amendment to Survivor. Can't
file revised and restated Articles
of merger.

J. BRYAN JUL 30 2003

LAW OFFICES

BRANNEN, STILLWELL & PERRIN, P.A.

BANK OF INVERNESS BLDG.
320 HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

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

*OF COUNSEL

**BOARD CERTIFIED IN REAL ESTATE

June 11, 2002

July 21, 2003

(352) 726-6767
FAX # (352) 726-8283
EMAIL: BSPLaw@TampaBay.FL.com

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

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 Sirs:

Enclosed please find the Revised and Restated Articles of Merger, (2) Waiver of Consents, and Restated Plan of Merger in regard to the above referenced entity. Please review and if satisfactory, file same. Also, enclosed is our firm check in the amount of \$70.00 for said filing fee. 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

Clark A. Stillwell

CAS/tr

Enclosure

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

REVISED AND RESTATED

ARTICLES OF MERGER

OF

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

into

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

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CORPORATIONS
TALLAHASSEE, FLORIDA

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

1. Plan of Merger: The revised and restated 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 revised and restated Plan of Merger was approved by Redinc International, S.A., a Panamanian corporation, the transferor corporation in accord with the applicable laws of the United States.
4. Effective Date: For purposes of the State of Florida the effective date is per F.S. 608.4383.
5. State of Organization: The acquiring entity is Redinc International, S.A., U.S.A., L.L.C., is organized under laws of the State of Florida.

Marglen Tanner
Redinc International, S.A., U.S.A., L.L.C.

By: Marglen Tanner
(Acquiring Entity)

Charles A. Shults, Esq.
Redinc International, S.A.

By: Grant R. P. P. P.
(Transferor Entity)

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 revised and restated 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 Revised and Restated Articles of Merger.

Marglen Tanner, Mgr.
Marglen Tanner, Manager

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CLERK OF SUPERIOR COURT
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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2003 JUL 24 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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2003 JUL 24 PM 2:34
OFFICE OF THE CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

Restated Plan of Merger

Restated plan of merger dated February 1, 2002 between Redinc International, S.A. - U.S.A., L.L.C., referred to as the acquiring entity, and Redinc International, S.A., a foreign corporation licensed to do business in the State of Florida, referred to as the transferor 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 acquiring 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)(D) 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: The granting of assets of 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 surviving entity shall succeed to all the operating assets, including all of the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of such assets of the transferor corporation, without the necessity for any separate transfer. The acquiring entity shall then be responsible and liable for all liabilities and obligations of the operating assets of the transferor corporation, and either the rights of creditors nor any liens on the property of the transferor corporation shall be impaired by the merger.

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

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

Section Four. Changes in Management Agreement: The Management Agreement of the acquiring 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 acquiring entity, Redinc International, S.A. - U.S.A., L.L.C. shall continue as the manager of the transferor corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified or as of the effective date, December 31, 2001.

Section Six. Prohibited Transactions: Neither of the constituent entities 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 revised 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. For the purposes of the State of Florida, the effective date of this merger shall be the date of filing with Secretary of State, State of Florida. For all other jurisdictions and purposes, the effective dates of this revised and restated plan of merger is February 1, 2002.

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.

Charles S. Hock, Esq.

Title: General Counsel of Atty

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

Margaret Tenna
Title: Managing Partner