

To: +1 (850) 205-0380
Subject:

From: Kevin Roberts

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LO 5000088749

Florida Department of State
Division of Corporations
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Account Number : 110450000714
Phone : (850) 222-1173
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TRIADIUM HOLDINGS, LLC

Certificate of Status	0
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ARTICLES OF MERGER
OF
R & R LEISURE, INC.
WITH AND INTO
TRIADIUM HOLDINGS, LLC

P04-121663

L05-88749

The following articles of merger are being submitted in accordance with section(s) 607.1109 and/or 608.4382, Florida Statutes. All parties hereto are Florida entities, either corporation or limited liability company.

The undersigned companies, R & R LEISURE, INC., a Florida corporation, and TRIADIUM HOLDINGS, LLC, a Florida limited liability company, do hereby agree and adopt the following Articles of Merger for the purpose of merging R & R LEISURE, INC. with and into TRIADIUM HOLDINGS, LLC.

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

Name and Street Address Jurisdiction Entity Type

1. R & R LEISURE, INC., a Florida corporation.

16069 Lakeside Lane
Bristol, FL 32321

Florida Document/Registration Number: P04000121663 FEI Number: 342014420

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

Name and Street Address Jurisdiction Entity Type

TRIADIUM HOLDINGS, LLC, a Florida limited liability company.
2915 Kerry Forrest Parkway
Suite 103
Tallahassee, Florida 32309

Florida Document/Registration Number: L05000088749 FEI Number: 203434077

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

FOURTH: The attached Plan of Merger was approved by all of the business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions. All parties are Florida entities.

FIFTH: 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. All parties

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are Florida entities.

SIXTH: The merger shall become effective as of:

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

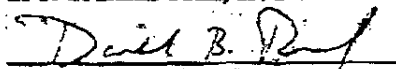
SEVENTH: These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction. All parties are Florida entities.

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

IN WITNESS WHEREOF, the undersigned companies hereby make and file these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 7th day of October, 2005.

MERGING COMPANY:

R & R LEISURE, INC.:


By: Donald B. Read
Its: President

SURVIVING COMPANY:

TRIADIUM HOLDINGS, LLC:


By: Donald B. Read
Its: Manager

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**AGREEMENT AND PLAN OF MERGER
OF
R & R LEISURE, INC.
WITH AND INTO
TRIADIUM HOLDINGS, LLC**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 7th day of October, 2005, by and between **R & R LEISURE, INC.**, a Florida corporation ("R&R") (hereinafter R&R sometimes referred to as the "Merging Company") and **TRIADIUM HOLDINGS, LLC**, a Florida limited liability company (hereinafter referred to as the "Surviving Company"), said two (2) companies hereinafter sometimes referred to collectively as the "Constituent Companies".

WITNESSETH:

WHEREAS, all of the members and all of the managers of the Surviving Company and all of the members of the Board of Directors and all of the shareholders of R&R deem it advisable and in the best interests of their respective Constituent Company that the Merging Company be merged with and into the Surviving Company, under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Constituent Companies agree as follows:

**ARTICLE 1
TERMS OF MERGER**

The Merging Company shall be merged with and into the Surviving Company. The company surviving after the merger shall be the Surviving Company, and the separate existence of the Merging Company shall cease as of the close of business on the date the Articles of Merger are filed with the Florida Department of State, which shall be the effective date of the merger. The Surviving Company shall retain the name of **TRIADIUM HOLDINGS, LLC** after the merger. As of the effective date of the merger, the Surviving Company shall possess all of the rights, privileges, powers and franchises of the Merging Company, of a public as well as a private nature, and all property, real, personal or otherwise, of the Merging Company, and all debts due on whatever account to the Merging Company, including all choses of action and all and every other interest of or belonging to the Merging Company, shall be taken by and deemed to be transferred to and vested in the Surviving Company without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Company shall continue unaffected and unimpaired by the merger.

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**ARTICLE 2
MANAGERS AND OFFICERS;
ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT**

The person who is the manager of the Surviving Company immediately prior to the merger hereunder shall, after the merger, continue to serve as the manager of the Surviving Company without change, subject to the provisions of the Articles of Organization and Operating Agreement of the Surviving Company and the laws of the State of Florida. The Articles of Organization and Operating Agreement of the Surviving Company, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Organization and Operating Agreement of the Surviving Company until duly amended in accordance with law, and no change to such Articles of Organization or Operating Agreement of the Surviving Company shall be effected by the merger hereunder.

**ARTICLE 3
CONVERSION OF SHARES AND OF INTERESTS**

Each of the Constituent Companies presently has issued and outstanding the following shares of stock or units of membership that are all owned by various shareholders of R&R or members of Surviving Company:

R&R	<u>2,630</u> common shares
Surviving Company	<u>one (1)</u> units of membership

After the effective date of this Agreement and Plan of Merger, each holder of all of the issued and outstanding certificates representing shares of common stock in R&R shall surrender the same to the Surviving Company, and such certificates shall be canceled as of the effective date of the merger. For each share of R&R, a shareholder of R&R shall receive three thousand seven hundred ninety-nine ten thousandths (00.3799) units of membership in Surviving Company. Additionally, the currently issued and outstanding certificates representing the one (1) unit of membership in the Surviving Company shall also be surrendered by the member of Surviving Company, and in exchange of this unit, the current member of the Surviving Company shall receive one ten thousandths (00.0001) units of Surviving Company.

**ARTICLE 4
MANAGER**

Surviving Company is a Florida limited liability company and the name and address of its manager is:

Donald B. Read
2915 Kerry Forrest Parkway
Suite 103
Tallahassee, FL 32309

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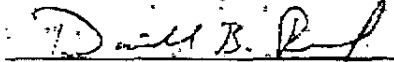
**ARTICLE 5
EFFECTIVE DATE**

The merger hereunder shall be effective as of the close of business on the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereunto have caused this Agreement and Plan of Merger to be executed on the day and date first written above.

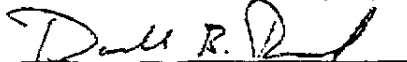
MERGING COMPANY:

R & R LEISURE, INC.:


By: Donald B. Read
Its: President

SURVIVING COMPANY:

TRIADIUM HOLDINGS, LLC:


By: Donald B. Read
Its: Manager

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