

# L99000005621

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**MERGER OR SHARE EXCHANGE**

**CONCORDE REAL ESTATE, LLC**

Certificate of Status	0
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\$50.00

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Department of State 6/26/2003 9:09 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 26, 2003

CONCORDE REAL ESTATE, LLC  
215 NORTH KOLA DRIVE  
ORLANDO, FL 32801

SUBJECT: CONCORDE REAL ESTATE, LLC  
REF: L99000005621

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(a), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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

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Trevor Brumbley  
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**ARTICLES OF MERGER**  
**of**

**CONCORDE REAL ESTATE, LLC,**  
**a Florida limited liability company**

**with and into**

**INTERREDEC SOUTHERN COMPANY, LLC,**  
**a Nevada limited liability company**

The following articles of merger are submitted in accordance with the Florida Limited Liability Company Act (the "Act"), pursuant to Section 608.436 and 608.432.

**First:** The name and principal address of the surviving company is :

**Interreddec Southern Company, LLC**  
639 Isbell Road  
Reno, Nevada 89509

**Second:** The name and principal address of the merging company is:

**Concorde Real Estate, LLC**  
2900 Parkway Blvd.  
Kissimmee, Florida 34747

**Third:** The Agreement and Plan of Merger is attached.

**Fourth:** The merger shall become effective on June 30, 2003, at 2:00 p.m. (Central Daylight Savings Time).

**Fifth:** The Agreement and Plan of Merger was adopted by the Sole Member and Managers of the surviving company on June 23, 2003 in accordance with NRS 92A.150 of the Nevada Revised Statutes of the State of Nevada (the "NRS").

**Sixth:** The Agreement and Plan of Merger was adopted by the Sole Member of the merging company on June 23, 2003 in accordance with Section 608.4381 of the Florida Limited Liability Company Act.

**Seventh:** The surviving company 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 members that is a party to this merger.

**Eighth:** The surviving company agrees to pay the dissenting members that is a party to the merger the amount, if any, to which they are entitled under Section 608.4384, Florida Statutes.

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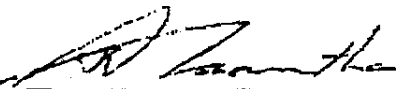
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IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized representatives this 23<sup>rd</sup> day of June, 2003.

**SURVIVING COMPANY:**

**Interredec Southern Company, LLC**  
(a Nevada Limited Liability Company)

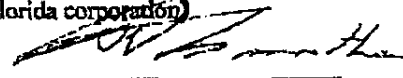
By: 

Name: Kethesparan Srikanthan  
Title: Manager

**MERGING COMPANY:**

**Concorde Real Estate, LLC**  
(a Florida Limited Liability Company),

By its Sole Member:  
**Perkway Holdings Corporation**  
(a Florida corporation)

By: 

Name: Kethesparan Srikanthan  
Title: President

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**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger ("Merger Agreement") is made as of June 23, 2003 by and between Concorde Real Estate, LLC, a Florida limited liability company ("Concorde"), and InterRedec Southern Company, LLC, a Nevada limited liability company ("InterRedec"), for the purpose of merging Concorde with and into InterRedec, which shall be the surviving entity (the "Merger").

**PRELIMINARY STATEMENTS**

- A. Concorde is a limited liability company organized, governed by and existing under the laws of the State of Florida.
- B. InterRedec is a limited liability company organized, governed by and existing under the laws of the State of Nevada.
- C. The sole member of Concorde, deeming it advisable and in the best interests of Concorde and the sole member, has approved and adopted this Merger Agreement providing for the Merger as authorized by Sections 608.4231 and 608.4381 of the Florida Limited Liability Company Act, upon the terms and subject to the conditions of this Merger Agreement.
- D. The managers of InterRedec, deeming it advisable and in the best interests of InterRedec and its sole member, have approved and adopted this Merger Agreement providing for the Merger as authorized by Sections 92A.005 et seq. of the General Corporation Law of the State of Nevada (the "NGCL"), upon the terms and subject to the conditions of this Merger Agreement.

**AGREEMENT**

The parties, intending to be legally bound, subject to the approval and adoption of this Merger Agreement by the sole member of InterRedec, agree as follows:

1. **Merger.** At the Effective Time (as defined herein) of the Merger, Concorde shall be merged with and into InterRedec. InterRedec shall be the surviving entity of the Merger (hereinafter sometimes referred to as the "Surviving Entity"), and the separate existence of Concorde shall cease. The Merger shall become effective on June 30, 2003, at 2:00 p.m. (Central Daylight Savings 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 organization of InterRedec, as in effect immediately prior to the Effective Time, shall constitute the articles of organization of the Surviving Entity.
  - b. The operating agreement of InterRedec, as in effect immediately prior to the Effective Time, shall constitute the operating agreement of the Surviving Entity without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

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3. **Officers and Managers.** The officers of InterRedec immediately prior to the Effective Time shall, after the Effective Time, be the officers of the Surviving Entity until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Entity's articles of organization and operating agreement and applicable law. Kethesparan Srikanthan, Doris Krick, Donald Krick and Tina Ford will be the managers of the Surviving Entity, and their respective business addresses will be the address of the Surviving Entity as set forth below.

4. **Name.** The name of the Surviving Entity shall be "InterRedec Southern Company, LLC."

5. **Addresses.** The address of Concorde is 2900 Parkway Boulevard, Kissimmee, Florida 34747. The address of InterRedec and the Surviving Entity is 639 Isbell Road, Reno, Nevada 89509.

6. **Registered Agent and Jurisdiction of Surviving Entity.** The Surviving Entity is to be governed by the laws of the State of Nevada, and the address of its registered office in the State of Nevada is 639 Isbell Road, Reno, Nevada 89509. The name of its registered agent at such address is Griffin Corporate Services, Inc.

7. **Succession.** At the Effective Time, the separate corporate existence of Concorde shall cease, and the Surviving Entity 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 Concorde, and all property, real, personal and mixed, and all debts due to Concorde on whatever account, as well for share subscriptions and all other things in action, shall be vested in the Surviving Entity.

8. **Capitalization of Surviving Entity; Conversion of Concorde Membership Interests.** At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the Concorde membership interests issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive 100% of the membership interests of the Surviving Entity upon surrender of the certificate, if any, representing such Concorde membership interests; and all such Concorde membership interests shall no longer be outstanding and automatically shall be canceled and retired and shall cease to exist, and the holder of each certificate, if any, representing any such Concorde membership interests shall cease to have any rights with respect thereto, except the right to receive 100% of the membership interests of the Surviving Entity to be paid in consideration therefore upon surrender of such certificate. Each membership interest of InterRedec outstanding immediately prior to the Effective Time shall be canceled and retired, and no payment shall be made with respect thereto.

9. **Other Provisions with Respect to Merger.** This Merger Agreement shall be submitted to the sole member of InterRedec as provided by the laws of the State Nevada. After the approval or adoption thereof by the sole member of InterRedec, in accordance with the requirements of the laws of the State of Nevada, all required documents shall be executed, filed and recorded, and all required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida and the State of Nevada.

10. **Governing Law.** This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Florida and the State of Nevada.

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11. **Counterparts.** This Merger Agreement 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 Merger Agreement.

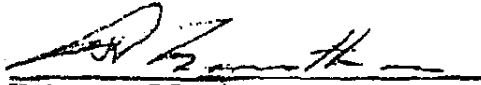
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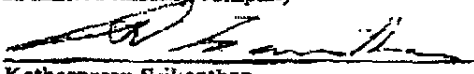
The parties have executed and delivered this Merger Agreement as of the date indicated in the first sentence of this Merger Agreement.

**CONCORDE REAL ESTATE, LLC**  
a Florida limited liability company

**By: PARKWAY HOLDINGS CORPORATION,**  
its sole member

By:   
Name: Kethesparan Srikanthan  
Title: President

**INTERREDEC SOUTHERN COMPANY, LLC,**  
a Nevada limited liability company

By:   
Name: Kethesparan Srikanthan  
Title: Manager

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