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OUR FILE NUMBER

March 27, 2001

91514

Corporations Filing Division
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

600003929886-8
-03/29/01--01075--026
*****70.00 *****70.00

RE: Florida Presidio Corporation Articles of Merger

Dear Sir or Madam:

Please find enclosed an original of the executed Articles of Merger (with an attached Exhibit A) for the Florida Presidio Corporation and the filing fee of \$70.00. Please file the Articles of Merger pursuant to Section 607.1105 of the Florida Business Act. If you have any questions regarding this matter, please do not hesitate to call me.

Very truly yours,



Heather D. Hoch

HDH:lml

Enclosures

L:\CLIENTS\VPRESIDIO.INC\Florida Corporate\107 Secretary of State Merger.ltr.doc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 29 PM 3:04

Merger

V. SHEPARD
APR 5 2001

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

THE PRESIDIO CORPORATION, a Georgia corporation, F98000006695

INTO

THE FLORIDA PRESIDIO CORPORATION, a Florida entity, P01000030641.

File date: March 29, 2001

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
THE PRESIDIO CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 29 AM 9:04

Articles of Merger effective the 26th day of March, 2001, or at such later date as required by law, by and between The PRESIDIO Corporation, a Georgia corporation (hereinafter referred to as the "Acquired Corporation"), and THE FLORIDA PRESIDIO CORPORATION, a Florida corporation (hereinafter referred to as the "Surviving Corporation").

THIS IS TO CERTIFY:

FIRST: The name, post office address and principal place of business of Surviving Corporation are:

THE PRESIDIO CORPORATION
5100-J PHILADELPHIA WAY
LANHAM, MARYLAND 20706-0686

SECOND: The name and state of incorporation of each corporation party to these Articles of Merger are as follows:

Acquired Corporation is THE PRESIDIO CORPORATION, a corporation organized under the laws of the State of Georgia.

Surviving Corporation is THE FLORIDA PRESIDIO CORPORATION, a corporation organized under the general laws of the State of Florida.

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A and made a part hereof, was unanimously approved and adopted by all of the Directors and Shareholders of the Acquired Corporation and the Surviving Corporation on MARCH 26th, 2001.

FOURTH: The location of the principal office of the Acquired Corporation is 5100-J Philadelphia Way, Lanham, Maryland 20706-0686.

FIFTH: The location of the principal office of the Surviving Corporation is 5100-J Philadelphia Way, Lanham, Maryland 20706-0686.

SIXTH: Pursuant to the Agreement and Plan of Merger, all issued and outstanding shares of the Acquired Corporation will be acquired by the Surviving Corporation, by means of a merger of the Acquired Corporation and the Surviving Corporation.

SEVENTH: Pursuant to Section 607.1105 of the Florida Business Act and Section 14-2-1105 of the Business Corporations Code of Georgia, the merger shall be effective as of the date of filing the Articles of Merger with the Secretary of State for each jurisdiction

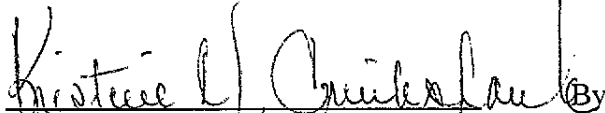
EIGHTH: The Surviving Corporation will be registered to do business in Georgia.

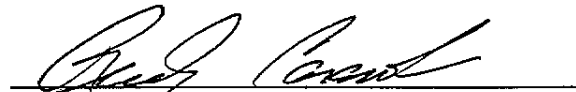
NINTH: The Surviving Corporation may be served with process in this state in any proceeding for the enforcement of any obligation of Acquired Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of Acquired Corporation against the Surviving Corporation. The Surviving Corporation hereby irrevocably appoints Corporate Service Corporation as its agent to accept service of process in any such proceeding. Such service of process shall be mailed to 1201 Hays Street, Tallahassee, Florida 32301. The Surviving Corporation agrees to promptly pay to the dissenting shareholders of the Acquired Corporation the amount, if any, to which they are entitled under the provisions of the Code with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, THE PRESIDIO CORPORATION, a Georgia corporation, and THE FLORIDA PRESIDIO CORPORATION, a Florida corporation, parties to these Articles of Merger, have caused these Articles of Merger to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Merger by its president and attested by the secretary or an assistant secretary, effective the 26th day of march, 2001.

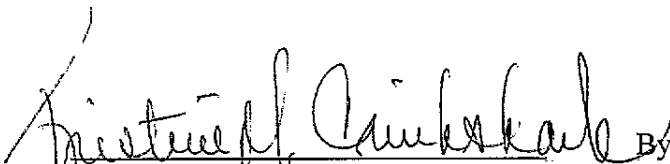
ATTEST:

THE PRESIDIO CORPORATION,
a Georgia corporation


Kristine M. Cruikshank, Secretary


Rodolfo Casasola, President

THE FLORIDA PRESIDIO CORPORATION,
a Florida corporation

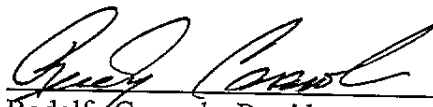

Kristine M. Cruikshank, Secretary


Rodolfo Casasola, President

THE UNDERSIGNED, President of The PRESIDIO Corporation, a Georgia corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a party, hereby acknowledges in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

The PRESIDIO CORPORATION,
a Georgia corporation

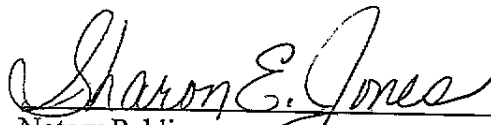
By


Rodolfo Casasola, President

STATE OF MARYLAND:
COUNTY OF MONTGOMERY:

I HEREBY CERTIFY that on 26 March, 2001, before me, a Notary Public of the State of Maryland, personally appeared Rodolfo Casasola, known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, who acknowledged himself to be the President of The PRESIDIO Corporation, a Georgia corporation (the "Corporation") and that he, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as such officer.

WITNESS my hand and Notarial Seal.


Notary Public
My Commission Expires:

SHARON E. JONES
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires September 1, 2003

THE UNDERSIGNED, President of The Florida PRESIDIO Corporation, a Florida corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a party, hereby acknowledges in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

THE FLORIDA PRESIDIO CORPORATION,
a Florida corporation

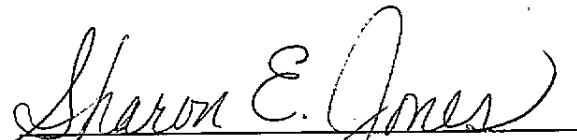
By


Rodolfo Casasola, President

STATE OF MARYLAND:
COUNTY OF MONTGOMERY:

I HEREBY CERTIFY that on 26 March, 2001, before me, a Notary Public of the State of Maryland, personally appeared Rodolfo Casasola known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, who acknowledged herself to be the President of The Florida PRESIDIO Corporation, a Florida corporation (the "Corporation") and that she, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by herself as such officer.

WITNESS my hand and Notarial Seal.


Notary Public
My Commission Expires:

SHARON E. JONES

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NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires September 1, 2003

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated March 26 2001, by and between THE PRESIDIO CORPORATION, a Georgia corporation (hereinafter "PRESIDIO") and THE FLORIDA PRESIDIO CORPORATION, a Florida corporation (hereinafter "FLORIDA").

WHEREAS:

THAT, the Boards of Directors of PRESIDIO and FLORIDA have resolved that PRESIDIO be merged and pursuant to the law of the State of Georgia and the law of the State of Florida, into a single corporation ("Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368 (a)(1)(F) of the Internal Revenue Code of 1986, as amended from time to time;

THAT the authorized capital stock of PRESIDIO consists of fifty million (50,000,000) shares of common stock ("PRESIDIO Common Stock"), of which fifty million (50,000,000) shares are issued and outstanding;

THAT the authorized Capital Stock of FLORIDA consists of fifty million (50,000,000) shares of common stock ("FLORIDA Common Stock"), one (1) share of which is issued and outstanding;

THAT the respective Boards of Directors of PRESIDIO and FLORIDA have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

THAT the plan of reorganization was undertaken to change the domicile of PRESIDIO to Florida to enable PRESIDIO to take advantage of domiciliary status in the State of Florida in which PRESIDIO does much of its business;

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the law of the State of Florida and the law of the State of Georgia that PRESIDIO shall be, at the effective date (as hereinafter defined), merged (hereinafter called "merger") into a single corporation existing under the laws of the State of Florida, and FLORIDA shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger.

1.1 PRESIDIO Stockholders' Meeting. PRESIDIO shall call a meeting of its stockholders to be held in accordance with the Business Corporations Code of Georgia at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this agreement of merger and plan of reorganization.

1.2 Florida Stockholder Action. KRISTINE CRUIKSHANK, as the sole stockholder of FLORIDA, shall adopt this agreement in accordance with Chapter 607 of the Florida Statutes.

1.3 Filing the Certificate of Merger. If the AGREEMENT AND PLAN OF MERGER is adopted by the stockholders of PRESIDIO in accordance with Title 14 of the Official Code of Georgia Annotated, and it is adopted by KRISTINE CRUIKSHANK, as the sole stockholder of FLORIDA, in accordance with Chapter 607 of the Florida Statutes, and this Agreement and Plan of Merger is not thereafter, and has not theretofore been, terminated or abandoned as permitted herein, then Articles of Merger shall be filed in accordance with Florida Statute §607.1105(1) and Business Corporations Code of Georgia §14-2-1105. The merger shall become effective at 9:00 a.m. on the calendar day following the day of such filing in Florida and Georgia, which date and time are herein referenced to as the "Effective Date."

1.4 Effects of Merger. On the Effective Date, the separate existence of PRESIDIO shall cease, and PRESIDIO shall be merged into FLORIDA, which, as the Surviving Corporation, shall possess all the rights, privileges and powers, of a public and well as of a private nature, and be subject to all restrictions, disabilities, duties and liabilities of PRESIDIO; and all property, real, personal, and mixed, and all debts due to PRESIDIO on whatever account, as well for stock subscriptions and all other things in action or belonging to PRESIDIO, shall be vested in the Surviving Corporation; and all property , rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of PRESIDIO, and the titles to any real estate vested by deed or otherwise, under the laws of Georgia or Florida or any other jurisdiction, in PRESIDIO, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of PRESIDIO shall be preserved unimpaired, and all debts, liabilities, and duties of PRESIDIO shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officer of PRESIDIO or the corresponding officers of the Surviving Corporation, may, in the name of PRESIDIO, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further action as the Surviving corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all PRESIDIO's property, rights, privileges, powers, franchises, immunities, and interest and otherwise to carry out the purpose of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the effective date shall be THE PRESIDIO CORPORATION.

2.2 Certificate of Incorporation. The Articles of Incorporation of FLORIDA as in effect on the date of filing, shall from and after the effective date be, and continue to be, the certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-laws. The By-laws of FLORIDA, as in effect immediately before the effective date, shall from, after the effective date be, and continue to be, the By-laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of Capital Stock of PRESIDIO and the nature and amount of securities of FLORIDA, which the holders of shares of PRESIDIO Common Stock are to receive in exchange for such shares are as follows:

3.1 PRESIDIO Common Stock. Each one share of PRESIDIO stock which shall be issued and outstanding immediately before the Effective Date, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of common stock, and outstanding certificates representing shares of PRESIDIO common stock shall thereafter represent shares of FLORIDA common stock. Such certificates shall be exchanged by the holders thereof after the merger becomes effective for new certificates bearing the name of the surviving corporation.

3.2 Exchange of Certificates. The shareholders of PRESIDIO shall exchange their certificates of common stock of PRESIDIO for certificates of common stock of FLORIDA.

3.3 Filing Articles of Merger. PRESIDIO shall file articles of merger with the State of Georgia pursuant to Georgia Statute § 14-2-1105, and with the State of Florida pursuant to Florida Statutes Annotated §607.1105.

3.4 Florida Common Stock. The outstanding share of stock held by KRISTINE CRUIKSHANK shall immediately, by virtue of the merger and at the effective date, cease to exist and the certificate representing that share shall be cancelled.

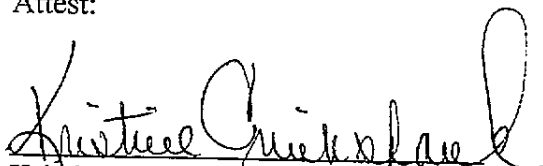
4. Miscellaneous.

4.1 Termination. This AGREEMENT AND PLAN OF MERGER may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this AGREEMENT AND PLAN OF MERGER by the shareholders of PRESIDIO, if the Board of Directors of PRESIDIO or of the Surviving Corporation duly adopts a resolution abandoning this AGREEMENT AND PLAN OF MERGER.

4.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this AGREEMENT AND PLAN OF MERGER, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this AGREEMENT AND PLAN OF MERGER has been executed by PRESIDIO and FLORIDA, all on the date first above written.

Attest:


Kristine Cruikshank, Secretary

THE PRESIDIO CORPORATION

By:


Rodolfo Casasola, President

Seal

Attest:

THE FLORIDA PRESIDIO CORPORATION

Kristine Cruikshank
Kristine Cruikshank, Secretary

By:

Rodolfo Casasola
Rodolfo Casasola, President

Seal

