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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**ADI ENTERPRISES HOLDINGS, INC.**

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Estimated Charge	\$87.50

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*Merger*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
of  
KIDD HOLDINGS LTD.  
(a British Virgin Islands Company)**

**With and Into**

**ADI ENTERPRISES HOLDINGS, INC.  
(a Florida corporation)**

The following articles of merger are submitted in accordance with Sections 607.1105 through 607.1107 the Florida Business Corporation Act (the "FBCA") and the laws of the British Virgin Islands.

**First:** The name of the surviving corporation is:

**ADI ENTERPRISES HOLDINGS, INC., a Florida corporation**

**Second:** The name of the merging company is:

**KIDD HOLDINGS LTD., a British Virgin Islands company**

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

**Fourth:** The merger shall become effective upon the filing of these Articles of Merger.


**Fifth:** The Plan and Agreement of Merger was adopted by the shareholders and directors of the surviving corporation on June 28, 2004 in accordance with Section 607.1103 of the FBCA.

**Sixth:** The Plan and Agreement of Merger was adopted by the members and the directors of the merging company on June 28, 2004 in accordance with the laws of the British Virgin Islands.

IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized representatives this 28<sup>th</sup> day of June, 2004.


**SURVIVING CORPORATION:**

ADI ENTERPRISES HOLDINGS, INC.  
(a Florida Corporation)

By:   
Name: L.J. Zand  
Title: President

**MERGING COMPANY:**

KIDD HOLDINGS LTD.  
(a British Virgin Islands Company)

By:   
Name: L.J. Zand  
Title: President

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between KIDD HOLDINGS LTD., a British Virgin Islands company (the "Merging Company"), and ADI ENTERPRISES HOLDINGS, INC., a Florida corporation (the "Surviving Corporation"), for the purpose of merging the Merging Company with and into the Surviving Corporation (the "Merger").

NOW, THEREFORE, the Merging Company and the Surviving Corporation hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1107 of the Florida Business Corporation Act (the "FBCA") and the laws of the British Virgin Islands (the "BVI Laws") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Company shall be merged with and into the Surviving Corporation. Surviving Corporation shall be the surviving entity of the Merger and the separate corporate existence of Merging Company shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA and the BVI Laws (the "Effective Date"). The Merger was approved by the Surviving Corporation in accordance with Section 607.1103 of the FBCA and was approved by Merging Company in accordance with the BVI Laws. All members and directors of Merging Company and all shareholders and directors of the Surviving Corporation have consented to the Merger.

2. Governing Documents. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date shall constitute the Articles of Incorporation and Bylaws of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Directors. The persons who are officers and directors of the Surviving Corporation immediately prior to the Effective Date shall continue to be officers and directors of the Surviving Corporation.

4. Name. The name of the Surviving Corporation shall be ADI Enterprises Holdings, Inc.

5. Addresses. The address of Merging Company is c/o 2606 South Horseshoe Drive, Naples, FL 34104. The address of the Surviving Corporation is and shall be maintained at 2606 South Horseshoe Drive, Naples, FL 34104.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Corporation shall continue to be 2606 South Horseshoe Drive, Naples, FL 34104. The name of the Registered Agent of the Surviving Corporation at that foregoing location shall continue to be Fred Pezeshtkan.

7. Succession. At the Effective Date, the separate corporate existence of Merging Company shall cease, and the Surviving Corporation 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 Merging Company, and all property, real, personal and mixed, and all debts due to Merging Company on whatever account and all other things in action, shall be vested in the Surviving Corporation.

8. Conversion of Shares; Capitalization of Surviving Company; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All of the shares of Merging Company outstanding immediately prior to the Effective Date shall be converted into a 100% interest in the Surviving Corporation. No other shares or interests of Merging Company are outstanding at the time of the Merger.

(b) Pursuant to Section 607.1301 of the FBCA and the BVI Laws, there are no dissenting members of Merging Company or dissenting shareholders of Surviving Corporation because all of the shareholders of Merging Company and all of the shareholders of Surviving Corporation have consented to this Agreement.

9. Other Provisions with Respect to the Merger. 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 BVI Laws.

10. Directors of Company. The name and address of each director of the Surviving Corporation is as follows:

L.J. Zand  
2606 South Horseshoe Drive  
Naples, FL 34104

11. Further Assurances. If at any time Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Corporation the title to any property or rights of Merging Company or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Company, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Corporation and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the members and the Board of Directors of the Merging Company and by all of the shareholders and the Board of Directors of the Surviving Corporation.

14. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Corporation.

15. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger and BVI Laws, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

17. 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 Plan and Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives on June 28, 2004.

KIDD HOLDINGS LTD., a BVI company

By: 

Name: L.J. Zand  
Title: President

ADI ENTERPRISES HOLDINGS, INC., a  
Florida corporation

By: 

Name: L.J. Zand  
Title: President

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