

PO1000088380

CAPITAL CONNECTION, INC.

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Emerald Beach Corporation

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-12/26/01--01067--009
****787.50 *****78.75

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval

RECEIVED
01 DEC 26 PM 12:10
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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01 DEC 26 PM 1:23
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

C. Coullotte DEC 27 2001

Signature

Requested by:

SK 12/26/01 11:14
Name Date Time

Walk-In Will Pick Up

ARTICLES OF MERGER
Merger Sheet

MERGING:

WHITEMARK/EMERALD ACQUISITION CORPORATION, a Florida corporation,
P01000105151

INTO

EMERALD BEACH CORPORATION, a Florida entity, P01000088380

File date: December 26, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

FILED
01 DEC 26 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, *Florida Statutes*.

1. The name and jurisdiction of the surviving corporation:

EMERALD BEACH CORPORATION Florida

2. The name and jurisdiction of the merging corporation:

WHITEMARK/EMERALD ACQUISITION CORPORATION Florida

3. The Plan of Merger is attached.

4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

5. Adoption of Merger by the surviving corporation – the Plan of Merger was adopted by the shareholders of the surviving corporation as of November 7, 2001.

6. Adoption of Merger by the merging corporation – the Plan of Merger was adopted by the shareholders of the surviving corporation as of November 7, 2001.

7. Signatures:

WHITEMARK/EMERALD ACQUISITION CORPORATION

EMERALD BEACH CORPORATION

By: _____

Kenneth L. White,
President

By: _____

Mike Adkinson,
President

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, *Florida Statutes*, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving corporation:

EMERALD BEACH CORPORATION Florida

2. The name and jurisdiction of the merging corporation:

WHITEMARK/EMERALD ACQUISITION CORPORATION Florida

3. The terms and conditions of the merger are as follows:

The conversion of shares set forth in Paragraph 4 below are subject to and contingent upon the closing of that certain Agreement for Purchase and Sale of Corporate Stock dated August 31, 2001, as amended (the "Stock Agreement").

4. The manner and basis of converting the shares of each corporation into shares of the surviving corporation or any other corporation are as follows:

The current shareholder(s) of the merging corporation shall exchange its shares of stock in the merging corporation for 100% of the shares of stock in the surviving corporation. The current shareholder(s) of the surviving corporation shall exchange its shares of stock in the surviving corporation for shares in a different corporation pursuant to the terms of the Stock Agreement.

5. Signatures:

WHITEMARK/EMERALD ACQUISITION CORPORATION

By: _____

Kenneth L. White,
President

EMERALD BEACH CORPORATION

By: _____

Mike Adkinson,
President