

Sunmed Management Corporation  
18570 S. Federal Highway, Suite #200  
Port St. Lucie, FL 34952  
(561) 337-4747

PA 70000 65645

July 20, 1998

State of Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

This letter is in reference to the enclosed Articles and Plan of Merger. Please note that we are merging American Resorts Inc. (a Mississippi corporation) into Sunmed Management Inc. (a Florida corporation). I have also enclosed \$70 for the State filing fee. Should you need additional information, you may contact me at (561) 337-4747 ext. 114.

Thank you for your cooperation in this matter.

Sincerely,

*Billy Chavers*

Billy Chavers  
Controller

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

AMERICAN RESORTS INC., A MISSISSIPPI CORPORATION, not qualified in  
the State of Florida.

INTO

**SUNMED MANAGEMENT CORPORATION,** a Florida corporation,  
P97000065645.

File date: July 24, 1998

Corporate Specialist: Carol Mustain

**ARTICLES AND PLAN OF MERGER  
MERGER OF  
AMERICAN RESORTS INC., A MISSISSIPPI CORPORATION  
INTO  
SUNMED MANAGEMENT CORPORATION, A FLORIDA CORPORATION**

The undersigned corporations, in accordance with the applicable provisions and statutes of the Mississippi Business Corporation Act, and the Florida Corporation Act and statutes hereby adopt the following Articles and Plan of Merger:

**ARTICLE 1:** The parties hereto agree to effect this Merger.

**ARTICLE 2:** The corporation to survive the Sunmed Management Corporation, a Florida corporation, which shall continue under the name of Sunmed Management Corporation.

**ARTICLE 3:** The parties to these Articles and Plan of Merger are American Resorts Inc. and Sunmed Management Corporation. American Resorts Inc. incorporated in the state of Mississippi, and Sunmed Management Corporation, in the state of Florida.

**ARTICLE 4:** The provisions relating to the shares of each corporation is as follows:

4.1 As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of shares of any class entitled to vote as a class are:

| Name of Corporation           | Total Number of Shares Outstanding | Total Number of Shares Entitled to Vote | Designation of Class Entitled to Vote as a Class (If any) | Number of Shares of Such Class (If any) |
|-------------------------------|------------------------------------|---|---|---|
| American Resorts Inc.         | 4,500                              | 4,500                                   | NONE  | NONE                                    |
| Sunmed Management Corporation | 1,000                              | 1,000                                   | NONE  | NONE                                    |

4.2 As to each Corporation, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan are:

| Name of Corporation           | Total Shares Voted For | Total Shares Voted Against | Class | Shares | Shares Voted Against |
|-------------------------------|------------------------|----------------------------|-------|--------|----------------------|
| American Resorts Inc.         | 4,500                  | NONE                       | N/A   | N/A    | N/A                  |
| Sunmed Management Corporation | 1,000                  | NONE                       | N/A   | N/A    | N/A                  |

**ARTICLE 5:** The manner and basis of exchanging and converting the issued stock of American Resorts Inc. is as follows: Each share of issued and outstanding Common Stock of American Resorts Inc. shall be converted into shares of Common Stock of Sunmed Management Corporation. Upon the surrender of certificates representing shares of American Resorts Inc. stock, by holders thereof an equal number of Sunmed Management Corporation stock shall be issued in exchange by Sunmed Management Corporation. Shares of Sunmed Management Corporation. Common Stock outstanding at the date of this merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock of the surviving corporation.

**ARTICLE 6:** The principle offices of American Resorts Inc. and Sunmed Management Corporation are located at 10570 S. Federal Highway Suite 200, Port St. Lucie, Florida 34952.

**ARTICLE 7:** These articles and Plan of Merger were duly adopted and approved by the Boards of Directors and Stockholders of American Resorts Inc. and Sunmed Management Corporation,

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 TALLAHASSEE, FLORIDA

respectively, in each case by Written Consent of all Directors and Stockholders, dated April 1st, 1998 in the manner and by the vote required by the laws of the State of Mississippi and the State of Florida.

ARTICLE 8: The Plan of Merger is as follows:

8.1 The Articles of Incorporation of Sunmed Management Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Sunmed Management Corporation.

8.2 Sunmed Management Corporation reserves the right of power, after the effective date of Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

8.3 The Bylaws of Sunmed Management Corporation, as such Bylaws exist on the effective date of Merger, shall remain and be the Bylaws of Sunmed Management Corporation until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

8.4 The Directors of Sunmed Management Corporation as of the effective date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of Sunmed Management Corporation. The number of Directors of Sunmed Management Corporation shall continue to be one (1) and shall be the following person:

Nicholas Elliott

The following officers of Sunmed Management Corporation immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of Sunmed Management Corporation.

Nicholas Elliott, President

Nicholas Elliott, Secretary-Treasurer

8.5 Each share of issued and outstanding Common Stock of American Resorts Inc. shall be converted into shares of Common Stock of Sunmed Management Corporation. Upon the surrender of certificates representing shares of American Resorts Inc. stock by holders thereof, certificates for an equal number of Sunmed Management Corporation stock shall be issued in exchange by Sunmed Management Corporation. Shares of Sunmed Management Corporation Common Stock outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock of the surviving corporation.

8.6 On the effective date of the Merger, the separate existence of American Resorts Inc. shall cease (except to the extent continued by statute), and all of its property, rights privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, instruments of transfer, assignments or other like instruments, when deemed desirable by Sunmed Management Corporation to evidence such transfer, vesting of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of American Resorts Inc. by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

8.7 The Plan of Merger was adopted by the Board of Directors of Sunmed Management Corporation at a meeting duly held on March 31, 1998 to be effective April 1, 1998.

8.8 The Articles of Incorporation of American Resorts Inc. are filed in Harrison County, Mississippi. The Articles of Incorporation of Sunmed Management Corporation are filed in Tallahassee, Florida.

ARTICLE 9:

9.1 The surviving corporation hereby agrees that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new corporation.

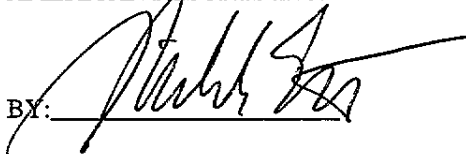
9.2 The surviving corporation hereby appoints irrevocably the Secretary of the State as its agent to accept service of process in any such proceeding and directs the Secretary of State to forward said process to 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952.

9.3 The surviving corporation hereby agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation amount, if any, to which they shall be entitled under the provisions of the Corporations Act of the State of Mississippi with respect to the rights of dissenting shareholders.

ARTICLE 10: All provisions of the law of the State of Mississippi and the State of Florida applicable to the merger have been complied with.

IN WITNESS WHEREOF, these Articles and Plan of Merger has been executed on the 1st day of April, 1998 pursuant to the approval and authority duly given by resolution by their respective Board of Directors, by the President, and attested by the Secretary of each party hereto.

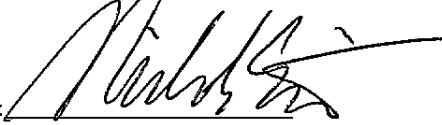
AMERICAN RESORTS INC.

BY:   
President

ATTEST:

  
\_\_\_\_\_

SUNMED MANAGEMENT CORPORATION

BY:   
President

ATTEST:

  
\_\_\_\_\_

JOINT MEETING OF THE SHAREHOLDERS AND DIRECTORS  
OF SUNMED MANAGEMENT CORPORATION, A FLORIDA CORPORATION

A special meeting of the Board of Directors and Shareholders of Sunmed Management Corporation was held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952, on April 1st, 1998 at 10:00 a.m. Present at the meeting were Nicholas Elliott, all of the Directors of the Corporation; and American Resorts Inc., represented by Nicholas Elliott, President, being all the Shareholders in the Corporation, with all the Shareholders and Directors having notice of the time, place, and purpose of the meeting.

Mr. Nicholas Elliott, after calling the meeting to order, explained that the meeting was called to decide whether a merger of American Resorts Inc., a Mississippi Corporation, and Sunmed Management Corporation, a Florida Corporation, should be made. He stated that operation and expenses could be simplified and reduced as a result of a merger.

A copy of the Agreement and Plan of Merger was presented to those present and Mr. Elliott, stated that the corporations would be merged and that Sunmed Management Corporation, a Florida Corporation, would be the surviving corporation.

The Shareholders and Directors, upon motion duly made and seconded unanimously adopted the following resolution:

“RESOLVED that Sunmed Management Corporation, shall be the surviving corporation, in accord with the proposed joint merger plan and agreement, and that the President of American Resorts Inc., a Mississippi Corporation, be authorized for and in behalf of this corporation to do all things necessary to effectuate the merger.”

All voting Shareholders then approved the resolution.

The meeting, upon proper motion, seconded, and vote, was then adjourned.

  
NICHOLAS ELLIOTT - PRESIDENT

ATTEST:

  
NICHOLAS ELLIOTT - SECRETARY


WAIVER OF NOTICE OF A SPECIAL JOINT MEETING OF THE  
DIRECTORS AND SHAREHOLDERS OF SUNMED MANAGEMENT CORPORATION

We, the undersigned, being all of the Directors and Shareholders of Sunmed Management Corporation, a Florida Corporation, do hereby waive all notice of a special joint meeting of the Directors and Shareholders of the Corporation and unanimously consent and agree that such meeting be held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952; we consent to the transaction of any and all business that may come before the meeting.

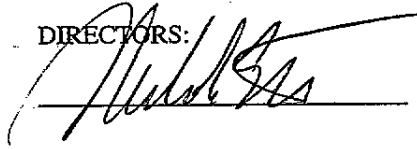
This, the 31 day of March, A.D., 1998

SHAREHOLDERS:

Sunmed Management Corporation

  
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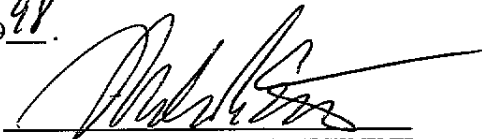
DIRECTORS:

  
\_\_\_\_\_

CERTIFICATE

I hereby certify that the subscribers to the foregoing instruments constituted all the Shareholders and Directors of Sunmed Management Corporation, a Florida Corporation and that this instrument has not been amended or rescinded.

This, the 31 day of March, A.D., 1998.

  
NICHOLAS ELLIOTT - PRESIDENT

ATTEST:

  
NICHOLAS ELLIOTT - SECRETARY

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SECRETARY OF STATE  
ALLAHASSEE, FLORIDA

WAIVER OF NOTICE OF MEETING OF DIRECTORS

We, the undersigned, being all the Directors of Sunmed Management Corporation, a Florida Corporation, do hereby waive all notice of the meeting of the Board of Directors of the said Corporation, and do consent that the 1st day of April, 1998, at 10:00 a.m. in the morning, and the same hereby is fixed as the time and at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952, as the place for holding the same, and that such business be transacted thereat as may lawfully come before the meeting.

Dated the 31 day of March, 1998

ATTEST=

Billy Chaner

[Signature]



JOINT MEETING OF THE SHAREHOLDERS AND DIRECTORS  
OF AMERICAN RESORTS INC., A MISSISSIPPI CORPORATION

A special meeting of the Board of Directors and Shareholders of American Resorts Inc. was held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952, on April 1st, 1998 at 10:00 a.m. Present at the meeting were Nicholas Elliott, all of the Directors of the Corporation; and Sunmed Management Corporation, represented by Nicholas Elliott, President, being all the Shareholders in the Corporation, with all the Shareholders and Directors having notice of the time, place, and purpose of the meeting.

Mr. Nicholas Elliott, after calling the meeting to order, explained that the meeting was called to decide whether a merger of American Resorts Inc., a Mississippi Corporation, and Sunmed Management Corporation, a Florida Corporation, should be made. He stated that operation and expenses could be simplified and reduced as a result of a merger.

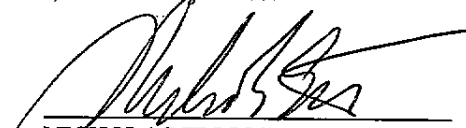
A copy of the Agreement and Plan of Merger was presented to those present and Mr. Elliott, stated that the corporations would be merged and that Sunmed Management Corporation, a Florida Corporation, would be the surviving corporation.

The Shareholders and Directors, upon motion duly made and seconded unanimously adopted the following resolution:

"RESOLVED that Sunmed Management Corporation, shall be the surviving corporation, in accord with the proposed joint merger plan and agreement, and that the President of American Resorts Inc., a Mississippi Corporation, be authorized for and in behalf of this corporation to do all things necessary to effectuate the merger."

All voting Shareholders then approved the resolution.

The meeting, upon proper motion, seconded, and vote, was then adjourned.

  
NICHOLAS ELLIOTT - PRESIDENT

ATTEST:

  
NICHOLAS ELLIOTT - SECRETARY

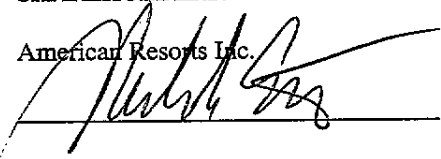
WAIVER OF NOTICE OF A SPECIAL JOINT MEETING OF THE  
DIRECTORS AND SHAREHOLDERS OF AMERICAN RESORTS INC.

We, the undersigned, being all of the Directors and Shareholders of American Resorts Inc., a Mississippi Corporation, do hereby waive all notice of a special joint meeting of the Directors and Shareholders of the Corporation and unanimously consent and agree that such meeting be held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952; we consent to the transaction of any and all business that may come before the meeting.

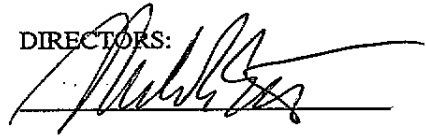
This, the 31 day of March, A.D., 1998.

SHAREHOLDERS:

American Resorts Inc.

  
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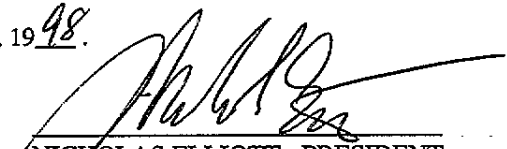
DIRECTORS:

  
\_\_\_\_\_  
\_\_\_\_\_

CERTIFICATE

I hereby certify that the subscribers to the foregoing instruments constituted all the Shareholders and Directors of American Resorts Inc., a Mississippi Corporation and that this instrument has not been amended or rescinded.

This, the 31 day of March, A.D., 1998.

  
\_\_\_\_\_  
NICHOLAS ELLIOTT - PRESIDENT

ATTEST:

  
\_\_\_\_\_  
NICHOLAS ELLIOTT - SECRETARY

WAIVER OF NOTICE OF MEETING OF DIRECTORS

We, the undersigned, being all the Directors of American Resorts Inc., a Mississippi Corporation, do hereby waive all notice of the meeting of the Board of Directors of the said Corporation, and do consent that the 1st day of April, 1998, at 10:00 a.m. in the morning, and the same hereby is fixed as the time and at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 33308, as the place for holding the same, and that such business be transacted thereat as may lawfully come before the meeting.

Dated the 31 day of March, 1998.

ATTEST:

Billy Chavers

[Signature]