

P97000065645

Novatel Corporation  
10570 S Federal Highway  
STE 200  
Port St Lucie FL 34952  
(561)337-4747 Ext 118

October 22, 1998

100002675451--4  
-10/29/98-01031-014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

State of Florida  
Division of Corporations  
PO Box 6327  
Tallahassee Fl. 32314

FILED  
98 OCT 29 PM 4: 09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen,

This letter is in reference to the enclosed Certificate of Merger. Please note that we are merging Sunmed Management Corporation, A Florida Corporation into Novatel Corporation, A Delaware Corporation. I have enclosed \$70.00 for the State filing fee. Should you need any further information, you may contact me at (561) 337-4747 ext. 118.

Thank you for your cooperation in this matter.

Sincerely,

Mary Ann Kinzie  
Accounting

*Merger*

FILED NOV 2 1998

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SUNMED MANAGEMENT CORPORATION, a Florida corporation,  
P97000065645.

INTO

**NOVATEL CORPORATION**, a Delaware corporation not qualified in Florida.

File date: October 29, 1998

Corporate Specialist: Thelma Lewis

ARTICLES AND PLAN OF MERGER  
 MERGER OF  
 SUNMED MANAGEMENT CORPORATION, A FLORIDA CORPORATION  
 INTO  
NOVATEL CORPORATION, A DELAWARE CORPORATION

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

The undersigned Corporations, in accordance with the applicable provisions and statutes of the Delaware Business Corporation Act and the Florida Business Corporation Act, 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 Merger is Novatel Corporation, a Delaware Corporation, which shall continue under the name of Novatel Corporation.

ARTICLE 3: The parties to these Articles and Plan of Merger are Novatel Corporation,, incorporated in the State of Delaware and Sunmed Management Corporation, being incorporated 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)
Novatel Corporation	1,000	1,000	NONE	NONE
Sunmed Management Corporation	4,000	4,000	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
Novatel Corporation	1,000	NONE	N/A	N/A	N/A
Sunmed Management Corporation	4,000	NONE	N/A	N/A	N/A

ARTICLE 5: The manner and basis of exchanging and converting the issued stock of Sunmed Management Corporation is as follows: Each share of issued and outstanding Common Stock of Sunmed Management Corporation shall be converted into shares of Common Stock of Novatel Corporation Upon the surrender of certificates representing shares of Sunmed Management Corporation stock, by holders thereof an equal number of stock shall be issued in exchange by Resorts International 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 Novatel Corporation 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 Novatel Corporation and Sunmed Management Corporation,

respectively, in each case by Written Consent of all Directors and Stockholders, dated June 30, 1998 in the manner and by the vote required by the laws of the State of Delaware and the State of Florida.

ARTICLE 8: The Plan of Merger is as follows:

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

8.2 Novatel 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 Novatel Corporation as such Bylaws exist on the effective date of Merger, shall remain and be the Bylaws of Novatel 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 Novatel Corporation as of the effective date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of Novatel 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 Novatel 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 Novatel Corporation.

Nicholas Elliott, President

Nicholas Elliott, Secretary-Treasurer

8.5 Each share of issued and outstanding Common Stock of Sunmed Management Corporation shall be converted into shares of Common Stock of Novatel Corporation. Upon the surrender of certificates representing shares of Sunmed Management Corporation stock by holders thereof, certificates for an equal number of Novatel Corporation stock shall be issued in exchange by Novatel 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 Sunmed Management Corporation 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 Novatel Corporation to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of Sunmed Management Corporation 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 Novatel Corporation at a meeting duly held on June 30, 1998 to be effective July 1, 1998.

8.8 The Articles of Incorporation of Novatel Corporation are filed in New Castle County, Delaware. The Articles of Incorporation of Sunmed Management Corporation are filed in Leon County, 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.

*out* 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 Delaware and the State of Florida with respect to the rights of dissenting shareholders.

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

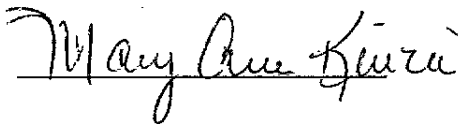
IN WITNESS WHEREOF, these Articles and Plan of Merger has been executed on the 1st day of July, 1998 pursuant to the approval and authority duly given by resolution by their respective Board of Directors, by the President, and attested by the Secretary of each party hereto.

NOVATEL CORPORATION

BY: 

President

ATTEST:

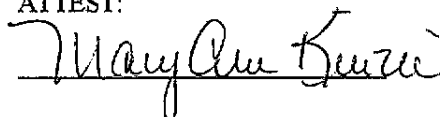


SUNMED MANAGEMENT CORPORATION

BY: 

President

ATTEST:



WAIVER OF NOTICE OF MEETING OF DIRECTORS

We, the undersigned, being all the Directors of Novatel Corporation, a Delaware Corporation, do hereby waive all notice of the meeting of the Board of Directors of the said Corporation, and do consent that the 30th day of June, 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 30th day of June, 1998.

Mary Ann Kuzni

[Signature]

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

We, the undersigned, being all of the Directors and Shareholders of Novatel Corporation, a Delaware 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 that may come before the meeting.

This, the 30th day of June, A.D., 1998.

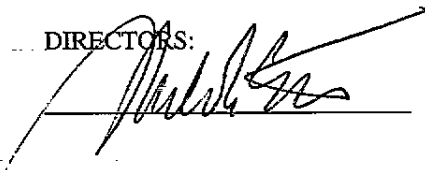
SHAREHOLDERS:

Resorts International Corporation

By: 

President

DIRECTORS:

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

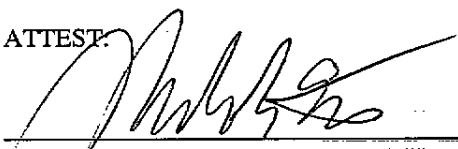
CERTIFICATE

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

This, the 30th day of June, A.D., 1998.

  
NICHOLAS ELLIOTT - PRESIDENT

ATTEST:

  
NICHOLAS ELLIOTT - SECRETARY

JOINT MEETING OF THE SHAREHOLDERS AND DIRECTORS  
OF NOVATEL CORPORATION, A DELAWARE CORPORATION

A special meeting of the Board of Directors and Shareholders of Novatel Corporation, was held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952, on June 30, 1998 at 10:00 a.m. Present at the meeting were Nicholas Elliott, all of the Directors of the Corporation; and Resorts International 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 Sunmed Management Corporation, a Florida Corporation, and Novatel Corporation a Delaware 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. It was resolved the corporations would be merged and that Novatel Corporation, a Delaware Corporation, would be the surviving corporation.

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

“RESOLVED that Novatel Corporation, a Delaware Corporation, shall be the surviving corporation, in accord with the proposed joint merger plan and agreement, and that the President of Novatel Corporation, a Delaware 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 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 30th day of June, 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 30th day of June, 1998.

Mary Ann Guice

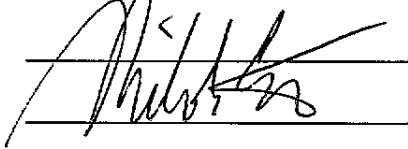
[Signature]

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

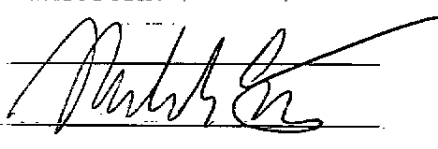
We, the undersigned, being all of the Directors and Shareholders of Sunmed Management Corporation, a Florida Corporation, do hereby waive all notice of a special joint meeting of the Directors and Shareholders of the Corporation and unanimously consent and agree that such meeting be held at 10570 S.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

This, the 30th day of June, A.D., 1998.

SHAREHOLDERS:

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

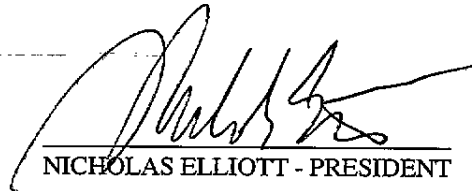
DIRECTORS:

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

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 30th day of June, A.D., 1998.

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

ATTEST:

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

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 June 30, 1998 at 10:00 a.m. Present at the meeting were Nicholas Elliott, all of the Directors of the Corporation; and Charlene Elliott, Lauren Elliott, Mark Elliott, Natalie Elliott, Alex Elliott, and Nicholas Elliott, 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 Novatel Corporation, a Delaware 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.

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

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NICHOLAS ELLIOTT - PRESIDENT

ATTEST:

  
NICHOLAS ELLIOTT - SECRETARY