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Division of Corporations
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((H01000003826 4)))

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From:
Account Name : TODD WATSON, ATTORNEY AT LAW
Account Number : I19990000260
Phone : (904) 739-9747
Fax Number : (904) 739-9748

MERGER OR SHARE EXCHANGE

CLARKE RESOURCES, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CLARKE ENTERPRISES, INC., a Tennessee corporation not qualified in Florida

INTO

CLARKE RESOURCES, INC., a Florida entity, P00000116893

File date: February 12, 2001

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 12, 2001

CLARKE RESOURCES, INC.
1160 NW CR 341
BELL, FL 32619

SUBJECT: CLARKE RESOURCES, INC.
REF: PD0000116893

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

THE FAX AUDIT NUMBER IS INCORRECT. PLEASE CORRECT THE FAX AUDIT NUMBER SHOWN AT THE TOP AND BOTTOM OF EACH PAGE OF THE DOCUMENT TO H01000003826.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000003826
Letter Number: 501A00008707

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 9, 2001

CLARKE RESOURCES, INC.
1160 NW CR 341
BELL, FL 32619

SUBJECT: CLARKE RESOURCES, INC.
REF: P00000116893

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

THE FAX AUDIT NUMBER AT THE TOP AND BOTTOM OF EACH PAGE IS INCORRECT. IT MUST READ "H01000003826.. PLEASE CORRECT.

THE MERGER MUST CONTAIN THE PLAN OF MERGER. THE PLAN SUBMITTED IS NOT THE RIGHT PLAN FOR MERGING TWO CORPORATIONS - CLARKE ENTERPRISES, INC. AND CLARKE RESOURCES, INC. THE PLAN SUBMITTED IS A PLAN MERGING LIMITED PARTNERSHIPS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000003826
Letter Number: 301A00008216

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 9, 2001

CLARKE RESOURCES, INC.
1160 NW CR 341
BELL, FL 32619

SUBJECT: CLARKE RESOURCES, INC.
REF: P00000116893

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The fax audit number is incorrect. The correct fax audit number is H01000003826. The fax audit number should start with H01 and not H00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000003826
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

THESE ARTICLES OF MERGER executed this 1st day of December, 2000, by and between Clarke Enterprises, Inc., a Tennessee Corporation, (hereafter referred to as "Enterprises"); and Clarke Resources, Inc., a Florida Corporation, (hereinafter referred to as "Resources").

WITNESSETH THAT:

WHEREAS, Enterprises has authorized capital consisting of 10,000 shares, no par value, of which 50 shares have been issued to Charles O. Clarke, as Trustee of The Charles O. Clarke Revocable Living Trust, dated March 28, 1986 and 50 shares have been issued to Lorraine F. Clarke, as Trustee of The Lorraine F. Clarke Revocable Living Trust, dated January 11, 1990; and

WHEREAS, Resources has an authorized capital stock consisting of 100,000 shares of Common Stock, par value \$0.10 per share, of which 50 shares shall be issued to Charles O. Clarke, as Trustee of The Charles O. Clarke Revocable Living Trust, dated March 28, 1986 and 50 shares shall be issued to Lorraine F. Clarke, as Trustee of The Lorraine F. Clarke Revocable Living Trust, dated January 11, 1990, as provided herein; and

WHEREAS, the Board of Directors of Enterprises and the Board of Directors of Resources, respectively, deem it advisable and generally to the advantage and welfare of their respective shareholders that the two Corporations merge into Resources under and pursuant to the provisions of the Florida Business Corporation Act; and

WHEREAS, the respective directors and shareholders of Enterprises and Resources have approved the terms and conditions of the merger.

NOW THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1.0 Approval. On the date undersigned, the directors and shareholders of Enterprises and the directors and shareholders of Resources unanimously adopted and approved these Articles of Merger by Written Consents to Action.

2.0 Merger. Clarke Enterprises, Inc. and Clarke Resources, Inc. are hereby merged into Clarke Resources, Inc.

3.0 Effective Date. These Articles of Merger are intended to become effective for income tax and accounting purposes on January 2, 2001, such time and date being hereinafter called the "Effective Date", and shall become effective for state law purposes upon the Effective Date and compliance with the laws of the State of Florida.

4.0 Surviving Entity. Clarke Resources, Inc., a Florida Corporation, shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida and the separate corporate existence of Clarke Enterprises, Inc. shall cease forthwith upon the Effective Date.

5.0 Authorized Capitalization. The authorized capital of Resources following the Effective Date shall be 100,000 shares of common stock having a par value of \$.01/100, unless and until the same shall be changed in accordance with the laws of the State of Florida.

6.0 Articles of Incorporation. The Articles of Incorporation of Resources following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation of Resources upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of Resources as the Surviving Entity. Such Articles of Incorporation shall constitute the Articles of Incorporation of Resources separate and apart from these Articles of Merger and may be separately certified as the Articles of Incorporation of Resources.

7.0 Bylaws. The Bylaws of Resources shall be the Bylaws of the surviving entity following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

8.0 Further Assurance of Title. If at any time Resources shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Resources any right, title, or interest of Enterprises held immediately prior to the Effective Date, Enterprises and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in Resources as shall be necessary to carry out the purposes of these Articles of Merger, and Resources and the directors and officers thereof are fully authorized to take any and all such action in the name of Resources or otherwise.

9.0 Exchange of Existing Shares. Upon the Effective Date, all of the outstanding and issued common stock of Enterprises shall be retired and canceled and the

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exact same number of shares of the common stock of Resources shall be issued to each shareholder of Enterprises.

10.0 Conversion of Outstanding Common Stock. Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of Enterprises and all rights in respect thereof shall be converted into one (1) fully paid and nonassessable outstanding share of the common stock of Resources, with all rights and interests provided therein. Each certificate nominally representing shares of Common Stock of Enterprises shall for all purposes be deemed to evidence the ownership of a corresponding number of shares of common stock of Resources. The holders of such certificates shall not be required immediately to surrender the same in exchange for interests of Resources but, as certificates nominally representing shares of Common Stock of Enterprises, Resources will cause to be issued therefor stock certificates for the appropriate number of shares of the outstanding common stock of Resources.

11.0 Book Entries. The merger contemplated hereby shall be treated as a qualified tax free reorganization for federal income tax purposes and as of the Effective Date entry shall be made upon the books of Resources in accordance with the following:

11.1 The assets and liabilities of Enterprises shall be recorded on the books of Resources at the amounts at which they were carried on the books of Enterprises, immediately prior to the Effective Date.

11.2 All accounting and tax attributes of Enterprises, without limitation, shall become the accounting and tax attributes of Resources.

12.0 Directors. The name of the directors of Resources following the Effective Date, shall be Charles O. Clarke and Lorraine F. Clarke.

13.0 Amendment. These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

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Clarke Enterprises, Inc. to Clarke Resources, Inc.
Articles of Merger Page 3 of 5

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President of Clarke Enterprises, Inc., a Tennessee Corporation, pursuant to authority given by its Boards of Directors.

Executed this 1st day of December, 2000.

Charles O. Clarke

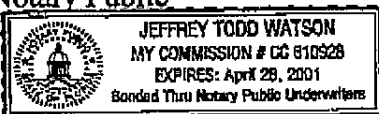
Charles O. Clarke, as President of Clarke Enterprises, Inc.

STATE OF FLORIDA
COUNTY OF LEVY

The foregoing instrument was acknowledged before me this 1st day of December, 2000, by Charles O. Clarke, as President of Clarke Enterprises, Inc., a Tennessee Corporation, being duly authorized to act on behalf of the Corporation, who is personally known to me or who has produced FDL #C462-154-20-252-0, as identification.

Jeffrey Todd Watson
Signature of Notary Public

Notary's Seal:



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Clarke Enterprises, Inc. to Clarke Resources, Inc.
Articles of Merger Page 4 of 5

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President of Clarke Resources, Inc., a Florida Corporation, pursuant to authority given by its Boards of Directors.

Executed this 13 day of DECEMBER, 2000.

Dennis O. Clarke

Dennis O. Clarke, as President of Clarke Resources, Inc.

STATE OF Tennessee
COUNTY OF Union

The foregoing instrument was acknowledged before me this 13th day of December, 2000, by Dennis O. Clarke, as President of Clarke Resources, Inc., a Florida Corporation, being duly authorized to act on behalf of the Corporation, who is personally known to me or who has produced Self, as identification.

Elizabeth Hatcher

Signature of Notary Public

Notary's Seal:

11-4-01

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Clarke Enterprises, Inc. to Clarke Resources, Inc.
Articles of Merger Page 5 of 5

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ARTICLE 9.0 EXECUTION

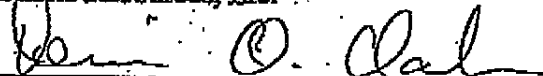
This Plan and Agreement of Merger shall be approved and become effective on the date it is approved by the Shareholders of both ENTERPRISES and RESOURCES.

Clarke Enterprises, Inc.



by Charles O. Clarke, on behalf of Clarke Enterprises, Inc.
as its President

Clarke Resources, Inc.



by Dennis O. Clarke, on behalf of Clarke Resources, Inc., as
its President

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Plan and Agreement of Merger / Page 5 of 5