

CAPITAL CONNECTION, INC.

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PO 10000066553

Corel, Inc.

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-12/26/01--01067--009

****787.50 *****78.75

10 merger
filings total
w/cent. copies

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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

Courier

RECEIVED

01 DEC 26 PM 12:10

FILED

01 DEC 26 PM 12:42

DEPARTMENT OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FL 32304

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

WHITEMARK/TOREL ACQUISITION CORPORATION, a Fla corp
P01000105161

INTO

TOREL, INC., a Florida entity, P01000066553

File date: December 26, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

FILED
01 DEC 26 PM 12:42
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:

TOREL, INC. Florida

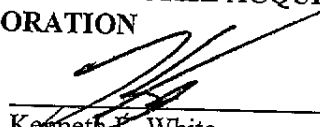
2. The name and jurisdiction of the merging corporation:

WHITEMARK/TOREL 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:

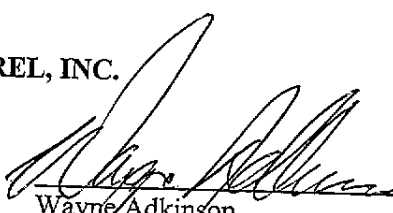
**WHITEMARK/TOREL ACQUISITION
CORPORATION**

By:


Kenneth L. White,
President

TOREL, INC.

By:


Wayne 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:

TOREL, INC. Florida

2. The name and jurisdiction of the merging corporation:

WHITEMARK/TOREL 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/TOREL ACQUISITION
CORPORATION**

By: _____

Kenneth L. White,
President

TOREL, INC.

By: _____

Wayne Adkinson,
President