

P01000088380

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Emerald Beach Corporation

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Art of Inc. File _____
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Trade/Service Mark _____
✓ Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
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Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

C. Coullotte DEC 27 2001

Signature _____

Requested by: SK

Name _____

Date 12/26/01

Time 11:14

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

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

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TALLAHASSEE, FLORIDA

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

By: _____

Kenneth L. White,
President

EMERALD BEACH CORPORATION

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").

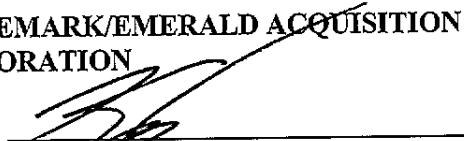
4. The manner and basis of converting the shares of each corporation into shares of the surviving corporation or any other corporation are as follows:

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