

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**Polioooo**  
Sea Oats Properties, Inc.

FILED  
01 DEC 26 PM 12:58  
TALLAHASSEE  
FLORIDA  
95094

900004739039--9  
-12/26/01--01067--009  
\*\*\*\*\*787.50 \*\*\*\*\*78.75

Signature \_\_\_\_\_

Requested by: SK

Name \_\_\_\_\_

Date 12/26/01

Time 11:17

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 \_\_\_\_\_

*Morgan*

RECEIVED

01 DEC 26 PM 12:10

DEPARTMENT OF  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

*DR*  
*12/27/01*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WHITEMARK/SEA OATS ACQUISITION CORPORATION, a Fla corp  
P01000105172

INTO

**SEA OATS PROPERTIES INC.,** a Florida entity, P01000095094

File date: December 26, 2001

Corporate Specialist: Annette Ramsey

## ARTICLES OF MERGER

FILED  
01 DEC 26 PM 12:56  
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:

**SEA OATS PROPERTIES, INC. Florida**


2. The name and jurisdiction of the merging corporation:

**WHITEMARK/SEA OATS 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:

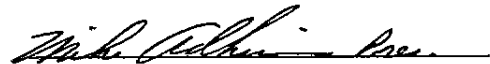
**WHITEMARK/SEA OATS ACQUISITION CORPORATION**

By:

  
Kenneth L. White,  
President

**SEA OATS PROPERTIES, INC.**

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:

**SEA OATS PROPERTIES, INC.**                      **Florida**

2. The name and jurisdiction of the merging corporation:

**WHITEMARK/SEA OATS 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/SEA OATS ACQUISITION CORPORATION**

By: \_\_\_\_\_

Kenneth L. White,  
President

**SEA OATS PROPERTIES, INC.**

By: \_\_\_\_\_

Mike Adkinson,  
President