

P97000079395

CAPITAL CONNECTION, INC.

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

FILED
01 DEC 26 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Magnolia Landing Development, Inc.

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-12/26/01--01067--009
****787.50 *****78.75

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☐ Art of Inc. File
☐ LTD Partnership File
☐ Foreign Corp. File
☐ L.C. File
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☐ Trade/Service Mark
☒ Merger File
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☐ RA Resignation
☐ Dissolution / Withdrawal
☐ Annual Report / Reinstatement
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☐ 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
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C. Coulliette DEC 27 2001

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF MERGER
Merger Sheet

MERGING:

WHITEMARK/MAGNOLIA ACQUISITION CORPORATION, a Florida corporation,
P01000105174

INTO

MAGNOLIA LANDING DEVELOPMENT, INC., a Florida entity, P97000079395

File date: December 26, 2001

Corporate Specialist: Cheryl Coulliette

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*.

1. The name and jurisdiction of the surviving corporation:

MAGNOLIA LANDING DEVELOPMENT, INC. Florida

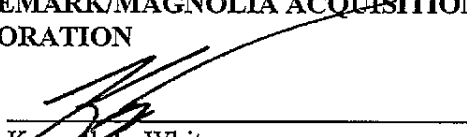
2. The name and jurisdiction of the merging corporation:

WHITEMARK/MAGNOLIA 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:

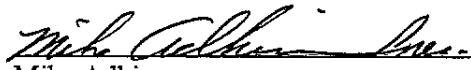
WHITEMARK/MAGNOLIA ACQUISITION CORPORATION

By:


Kenneth L. White,
President

MAGNOLIA LANDING DEVELOPMENT, 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:

MAGNOLIA LANDING DEVELOPMENT, INC. **Florida**

2. The name and jurisdiction of the merging corporation:

WHITEMARK/MAGNOLIA 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/MAGNOLIA ACQUISITION CORPORATION

By:


Kenneth L. White,
President

MAGNOLIA LANDING DEVELOPMENT, INC.

By:


Mike Adkinson,
President