

# P99000048623

Florida Department of State  
Division of Corporations  
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### To:

Division of Corporations  
Fax Number : (850)922-4000

### From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

### MERGER OR SHARE EXCHANGE

#### CAPCOR FINANCIAL, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*  
*0 7/27/99* *DC*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CAPCOR FINANCIAL, INC., a British Virgin Islands corporation not authorized to transact business in the State of Florida.

INTO

**CAPCOR FINANCIAL, INC.**, a Florida corporation, P99000048623

File date: July 26, 1999

Corporate Specialist: Darlene Connell

July 27, 1999

CAPCOR FINANCIAL, INC.  
205 WORTH AVENUE SUITE 201  
WORTH AVENUE BUILDING  
PALM BEACH, FL 33480

SUBJECT: CAPCOR FINANCIAL, INC.  
REF: P99000048623

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.

PLEASE REMOVE THE LAST PAGE OF THE DOCUMENT SUBMITTED. THIS PAGE SHOWS WHERE A NAME CHANGE TOOK PLACE IN THE BRITISH VIRGIN ISLANDS CORPORATION. THIS HAS NOTHING TO DO WITH THE MERGER.

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. #: H99000014944  
Letter Number: 699A00038300

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**Articles of Merger**

**of**

**CAPCOR FINANCIAL, INC.**  
**(a British Virgin Islands corporation)**

**into**

**CAPCOR FINANCIAL, INC.**  
**(a Florida corporation)**

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**99 JUL 26 PM 5:00**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

1. CAPCOR FINANCIAL, INC., a British Virgin Islands corporation (the "Disappearing Corporation"), shall be merged with and into CAPCOR FINANCIAL, INC., a Florida corporation (the "Surviving Corporation"), pursuant to the terms of the attached Plan of Merger. The Disappearing Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which these Articles of Merger are filed.

3. The attached Plan of Merger was adopted and approved by the shareholders of

Corporate Creations International Inc.  
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Miami Beach, FL 33139  
(305) 672-0886

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each of the Constituent Corporations on June 21, 1999.

These Articles of Merger have been executed on behalf of the Constituent Corporations by their authorized officers as of June 21, 1999.

CAPCOR FINANCIAL, INC.,  
a British Virgin Islands corporation

By: J. Paul Hines

Name: J. Paul Hines

Title: President

CAPCOR FINANCIAL, INC.,  
a Florida corporation

By: J. Paul Hines

Name: J. Paul Hines

Title: President

Corporate Creations International Inc.  
941 Fourth Street #200  
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**Plan of Merger**

**between**

**CAPCOR FINANCIAL, INC.**  
**(a British Virgin Islands corporation)**

**and**

**CAPCOR FINANCIAL, INC.**  
**(a Florida corporation)**

Plan of Merger adopted on June 21, 1999 by the Board of Directors of CAPCOR FINANCIAL, INC., a British Virgin Islands corporation (the "Disappearing Corporation"), and CAPCOR FINANCIAL, INC., a Florida corporation (the "Surviving Corporation"). The Disappearing Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

1. In accordance with the provisions of this Plan of Merger, the Disappearing Corporation shall be merged with and into the Surviving Corporation, the separate and corporate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall continue its corporate existence under the laws of its state of incorporation under its present name.

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which the Articles of Merger are filed in Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description wherever located of each of the Constituent Corporations. All rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by

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reason of the merger. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the merger and without any action on the part of the parties or otherwise: (a) each issued and outstanding share of the capital stock of the Disappearing Corporation shall be canceled without payment of any consideration and without any conversion and (b) each issued and outstanding share of capital stock of the Surviving Corporation shall remain issued and outstanding.

CAPCOR FINANCIAL, INC.,  
a British Virgin Islands corporation

By: J. Paul Hines

Name: J. Paul Hines

Title: President

CAPCOR FINANCIAL, INC.,  
a Florida corporation

By: J. Paul Hines

Name: J. Paul Hines

Title: President

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