

F70052

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

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State

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Phone

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CORPORATION(S) NAME

NAC Merger Corp
into

National Assessment Institute, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

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Merger

998 JAN 2 1998

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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

NAI MERGER CORP., a Delaware corporation not qualified in Florida

INTO

NATIONAL ASSESSMENT INSTITUTE, INC., a Florida corporation, F70052.

File date: December 31, 1997

Corporate Specialist: Velma Shepard

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
NAI Merger Corp.	Delaware (the "Foreign Corporation")
National Assessment Institute, Inc.	Florida (the "Domestic Corporation")

SECOND: The laws of the state under which the Foreign Corporation is organized permit such merger and the Foreign Corporation is complying with those laws in effecting the merger.

THIRD: The Foreign Corporation will not be the surviving corporation. The Domestic Corporation will be the surviving corporation, and the Domestic Corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S., and with Section 607.1105 F.S.

FOURTH: The plan of merger is as follows:

- (1) NAI Merger Corp. shall be merged with and into National Assessment Institute, Inc., which shall be and is hereby designated as the surviving corporation;
- (2) As a result of the merger, each share of the common stock of the surviving corporation, \$0.01 par value theretofore authorized (whether issued or unissued) shall remain unchanged and shall be deemed to be shares of the common stock of the surviving corporation. Accordingly, each such share on the merger date shall continue to be and remain issued and outstanding shares of common stock of the surviving corporation without any action on the part of the holders of any such shares of stock. As a result of the merger, each share of the common stock of the Foreign Corporation, \$0.01 par value theretofore authorized (whether issued or unissued) shall be canceled, and the separate existence of the Foreign Corporation shall cease.

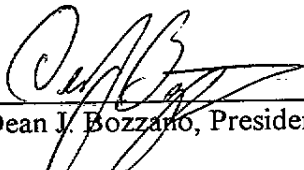
FIFTH: The effective date of the merger shall be the date of the filing of these Articles of Merger.

SIXTH: Both the Foreign Corporation and the Domestic Corporation have received the unanimous approval of their respective shareholders to enter into and consummate the Merger. The plan of merger was unanimously adopted by the shareholders of the Foreign Corporation on December 18, 1997, and the plan of merger was unanimously adopted by the shareholders of the Domestic Corporation on October 31, 1997.

Signed this 23rd day of December, 1997.

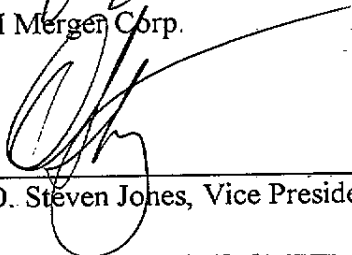
National Assessment Institute, Inc.

By


Dean J. Bozzano, President

NAI Merger Corp.

By


O. Steven Jones, Vice President