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Florida Department of State
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MERGER OR SHARE EXCHANGE
INTERNATIONAL ACADEMY OF MERCHANDISING & DESIGN, INC

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	~~$60.00~~

$70.00

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T. CLINE
MAR 30 2012
EXAMINER

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Articles of Merger
For
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

M 80337

Name	Jurisdiction	Form/Entity Type
International Academy of Merchandising & Design, Inc.	Florida	Corporation
IADT-South, LLC	Delaware	Limited Liability Company

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TALLAHASSEE, FLORIDA

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SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

Name	Jurisdiction	Form/Entity Type
International Academy of Merchandising & Design, Inc.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

March 31, 2012 at 12:01 a.m.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
International Academy of Merchandising & Design, Inc.		Michael J. Graham
IADT-South, LLC		Michael J. Graham

Corporations:	Chairman, Vice Chairman, President or Officer *(If no directors selected, signature of incorporator.)*
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: $35.00 Per Party

Certified Copy (optional): $8.75

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

Name	Jurisdiction	Form/Entity Type
International Academy of Merchandising & Design, Inc.	Florida	Corporation
IADT-South, LLC	Delaware	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

Name	Jurisdiction	Form/Entity Type
International Academy of Merchandising & Design, Inc.	Florida	Corporation

THIRD: The terms and conditions of the merger are as follows:

Please see attached Exhibit A.

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(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Please see attached Exhibit A.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Please see attached Exhibit A.

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(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Please see attached Exhibit A.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Please see attached Exhibit A.

(Attach additional sheet if necessary)

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into as of March 27, 2012, by and between IADT-South, LLC, a Delaware limited liability company ("IADT"), and International Academy of Merchandising & Design, Inc., a Florida corporation ("IAMDI"), which are hereinafter sometimes referred to jointly as the "Constituent Companies".

WHEREAS, IAMDI owns 100% of the membership interests of IADT;

WHEREAS, IAMDI desires to acquire the properties and other assets, and to assume all of the liabilities and obligations of IADT by means of a merger of IADT with and into IAMDI under and pursuant to the terms and conditions of Title 6, Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA") and Title XXXVI, Chapter 607, Sections 1108 and 1109 of the Florida Business Corporation Act ("FBCA"), with IAMDI being the sole resulting and surviving party to the merger, and succeeding to all of the assets, rights and properties of IADT; and

WHEREAS, the Board of Directors of IAMDI and the Manager of IADT have, by resolution adopted by unanimous written consent, duly adopted and approved this Plan of Merger and directed that it be executed by the undersigned officers.

NOW THEREFORE, in consideration of the mutual covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Companies hereby agree as follows:

ARTICLE I
THE MERGER

SECTION 1.01. <u>The Merger.</u>

(a) IADT shall be merged with and into IAMDI, with IAMDI as the surviving entity ("Surviving Company"), pursuant to this Plan of Merger and in accordance with the DLLCA and the FBCA (the "Merger"). This Plan of Merger is intended to and meets the requirements of an agreement of merger under the DLLCA and the FBCA.

(b) Surviving Company shall file the Articles of Merger and Certificate of Merger with the Department of State of the State of Florida and the Department of State of the State of Delaware, respectively, and shall make all other filings or recordings required by Florida and Delaware law in connection with the Merger. The Merger shall become effective on March 31, 2012 at 12:01 a.m. (the "Effective Date"). On the Effective Date, the separate existence of IADT shall cease and IADT shall be merged with and into the Surviving Company.

SECTION 1.02. <u>Manner and Basis of Conversion of Membership Interest.</u> Upon the completion of the Merger, (a) each share of common stock of IAMDI that is then issued and outstanding shall remain issued and outstanding as one share of common stock of the Surviving Company, and (b) all membership interest of IADT that is then issued and outstanding, shall be cancelled and retired and all rights in respect thereof shall cease to exist.

ARTICLE II
THE SURVIVING COMPANY

SECTION 2.01. Governing Documents. The Articles of Incorporation and the Bylaws of IAMDI shall remain effective as the Articles of Incorporation and the Bylaws of the Surviving Company and shall not be changed as a result of or in connection with the Merger.

SECTION 2.02. Directors and Officers. The persons who are directors and officers of IAMDI on the Effective Date shall continue as directors and officers of the Surviving Company until their respective successors shall be duly elected and qualified.

ARTICLE III
TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

SECTION 3.01. Transfer, Conveyance and Assumption. On the Effective Date, IAMDI shall continue in existence as the Surviving Company, and without further transfer, succeed to and possess all of the rights, privileges, and powers of IADT, and all of the assets and property of whatever kind and character of IADT shall vest in IAMDI without further act or deed. Thereafter, IAMDI, as the Surviving Company, shall assume and be liable for all liabilities and obligations of IADT, including all valid and enforceable rights of creditors and valid and enforceable liens, debts, liabilities, obligations, and duties, and all such liabilities and obligations may be enforced against IAMDI to the same extent as if they had been initially incurred or contracted by IAMDI.

ARTICLE IV
CERTIFICATION

SECTION 4.01. Approval by IADT. This Plan of Merger was duly adopted and approved by written consent of the Manager of IADT in accordance with the applicable laws of the State of Delaware and the Limited Liability Company Operating Agreement of IADT.

SECTION 4.02. Approval by IAMDI. This Plan of Merger was duly adopted and approved by written consent of the board of directors and the sole shareholder of IAMDI in accordance with the applicable laws of the State of Florida and the Bylaws of IAMDI.

ARTICLE V
CONDITIONS

SECTION 5.01. Termination. Notwithstanding approval of the Merger by the sole shareholder of IAMDI, the Merger and this Plan of Merger may be abandoned at any time before or after such approval, but not later than the filing of the Articles of Merger, by the Board of Directors of IAMDI and the Manager of IADT, evidenced by and through appropriate resolutions. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Section 5.01, this Plan of Merger shall become void and have no effect and shall not impose any liability on the part of either of the Constituent Companies or their respective Board of Directors or Manager in respect thereof.

SECTION 5.02. Amendment. The Constituent Companies, by mutual consent of their respective Board of Directors and Manager, may at any time prior to the filing of the Certificate of Merger and Articles of Merger amend this Plan of Merger in such manner as may be agreed upon by them in writing, subject to limitations imposed by applicable law.

SECTION 5.03. Counterparts. This Plan of Merger may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original, and such counterparts taken together shall constitute but one and the same agreement.

[Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

IADT-South, LLC

By: ______________________
Name: Michael J. Graham
Title: *Vice President and Chief Financial Officer*

International Academy of Merchandising & Design, Inc.

By: ______________________
Name: Michael J. Graham
Title: Vice President and Chief Financial Officer