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MERGER OR SHARE EXCHANGE

David Solomon Expert Seminars, Inc.

Certificate of Status	0
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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

David Solomon Expert Seminars, Inc.



David A. Solomon, President

David Solomon Expert Seminars, Inc.



David A. Solomon, President

PLAN OF MERGER
(Non Subsidiaries)

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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>David Solomon Expert Seminars, Inc. ("FL DSES")</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>David Solomon Expert Seminars, Inc. ("DSES")</u>	<u>Connecticut</u>
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Third: The terms and conditions of the merger are as follows:

See attached Exhibit "1"

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Exhibit "2"

(Attach additional sheets if necessary)

Exhibit "1"

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

(a) On the Effective Date (as hereinafter defined) and subject to the terms and conditions set forth herein, DSES shall be merged with and into the FL DSES.

(b) On the Effective Date, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and any and all other tangible and intangible assets of every kind and description of DSES shall be transferred to, vested in, and devolve upon the Surviving Corporation, without further act or deed, and all property, rights, and every other interest of DSES shall be as effectively the property of FL DSES as they were of DSES. DSES hereby agrees from time to time, as and when requested by FL DSES or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as FL DSES may deem necessary or desirable in order to vest in and confirm to FL DSES title to and possession of any property of DSES acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the interests and purposes hereof, and the proper officers and directors of DSES and the proper officers and directors of FL DSES are fully authorized in the name of DSES or otherwise to take any and all such action.

(c) The Certificate of Incorporation of FL DSES, as in effect on the Effective Date, shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of FL DSES until changed or amended as provided by law.

(e) The bylaws of FL DSES, as they shall exist on the Effective Date, shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(f) The Board of Directors and the officers of DSES, as they shall be in such capacity on the Effective Date, shall from and after the Effective Date be, and continue to be the Board of Directors and officers of the surviving corporation until their successors are duly elected and qualified in accordance with the bylaws of the FL DSES.

Exhibit "2"

(a) As of the Effective Date, each share of common stock of DSES, which is issued and outstanding immediately prior to the Effective Date shall automatically, by virtue of the Merger and without any further action of the holders thereof, convert into one share of common stock of FL DSES.

(b) As of the Effective Date, each share of common stock of DSES which is issued and outstanding prior to the Effective Date shall be cancelled.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See Exhibit "3" attached hereto.

Exhibit "3"

(a) Provided this Agreement has not been terminated or abandoned as permitted by the provisions hereof, a Certificate of Merger and/or this Agreement shall be filed and recorded in accordance with the applicable laws of the States of Florida and Connecticut. The Merger shall become effective upon filing, such date to be the "Effective Date."