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P11201

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EFFECTIVE DATE
12/27/97

C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

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*****35.00 *****35.00
400002382454--9
-12/24/97--01069--028
*****35.00 *****35.00

Another Generation Enterprises, Inc.

merging into:

Nobel Education Dynamics, Inc.

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- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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DIVISION OF CORPORATIONS

P11201

ARTICLES OF MERGER
Merger Sheet

MERGING:

ANOTHER GENERATION ENTERPRISES, INC., a Florida corporation, V09928

into

NOBEL EDUCATION DYNAMICS, INC., a Delaware corporation P11201

File date: December 24, 1997 , effective December 27, 1997

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
ANOTHER GENERATION ENTERPRISES, INC.
INTO
NOBEL EDUCATION DYNAMICS, INC.

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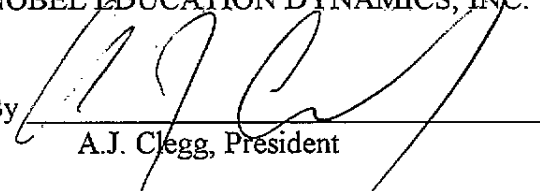
Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. Nobel Education Dynamics, Inc. ("Parent") is a corporation organized under the laws of the State of Delaware owning 100% of the shares of Another Generation Enterprises, Inc., a corporation organized under the law of the State of Florida.
2. The Plan of Merger attached hereto as Exhibit A was adopted by the board of directors of Parent at a meeting duly held on December 19, 1997. No shareholder approval of the merger is required.
3. The effective date of the merger is December 27, 1997.
4. No amendment is made to the certificate of incorporation of Parent.

Signed this 19th day of December, 1997

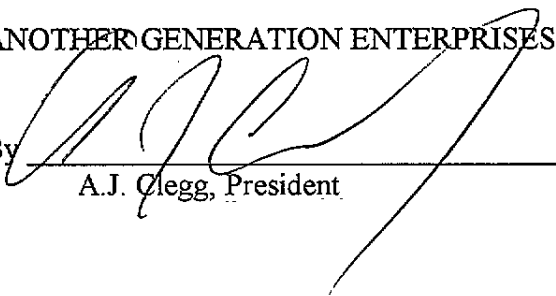
NOBEL EDUCATION DYNAMICS, INC.

By


A.J. Clegg, President

ANOTHER GENERATION ENTERPRISES, INC.

By


A.J. Clegg, President

PLAN OF MERGER
FOR THE MERGER OF
ANOTHER GENERATION ENTERPRISES, INC.
WITH AND INTO
NOBEL EDUCATION DYNAMICS, INC.

PLAN OF MERGER ("Plan") dated as of December 19, 1997 by and between NOBEL EDUCATION DYNAMICS, INC., a Delaware corporation ("Parent") and ANOTHER GENERATION ENTERPRISES, INC., a Florida corporation and wholly owned subsidiary of Parent ("Subsidiary"). Parent and Subsidiary are hereinafter sometimes collectively referred to as the "Constituent Corporations."

Background

Parent is duly organized and validly existing under the laws of the State of Delaware, and is filing appropriate documentation to become qualified to do business in the State of Florida. Subsidiary is duly organized and validly existing under the laws of the State of Florida. The Plan of Merger hereinafter set forth has been approved and duly adopted by the Boards of Directors of Parent and Subsidiary.

This Plan sets forth the terms and conditions of the merger of Subsidiary with and into Parent (the "Merger"), the mode of carrying the same into effect, and related matters.

Plan

Section 1. Merger of Subsidiary into Parent. In accordance with the provisions of this Plan, the Florida Business Corporation Act ("FBCA") and the Delaware General Corporation Law ("DGCL"), on the Effective Date (as defined in Section 4), Subsidiary shall be merged with and into Parent, which shall be the surviving corporation.

Section 2. Effect of the Merger. On the Effective Date, the separate existence of Subsidiary shall cease and Parent shall succeed, without other transfer (all as provided by applicable provisions of the FBCA and DGCL), to all rights and property of Subsidiary and shall be subject to all debts and liabilities of Subsidiary in the same manner as if Parent had itself incurred them. All rights of creditors and all liens upon the property of each of the Constituent Corporations shall be preserved unimpaired against Parent and its property.

Section 3. Cancellation of Shares. Each share of Subsidiary which has been issued and is outstanding on the Effective Date, and all rights in respect thereof, shall be canceled on the Effective Date, and no shares of Parent shall be issued in exchange therefor.

Section 4. Effective Date. The Merger shall become effective on December 27, 1997 (the "Effective Date").

Section 5. Certificate of Incorporation and By-Laws. There shall be no change in either the Certificate of Incorporation, as amended, or the By-Laws, as amended, of Parent, by reason of the Merger.