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MERGER OR SHARE EXCHANGE

GLOBAL TRAINING SERVICES, INC.

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Merger
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**ARTICLES OF MERGER
OF
DESIGNING SUCCESS, INC.
(a Florida corporation)
INTO
GLOBAL TRAINING SERVICES, INC.
(a Florida corporation)**

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Pursuant to Sections 607.1001 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** Designing Success, Inc., a Florida corporation ("DS") shall be merged with and into (the "Merger") Global Training Services, Inc., a Florida corporation ("GTS"). DS and GTS are sometimes hereinafter collectively referred to as the "Constituent Entities." GTS shall be the surviving entity to the Merger (the "Surviving Entity").

2. **Articles of Incorporation.** Subject to this Paragraph of these Articles of Merger, the Articles of Incorporation of GTS, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation of the Surviving Entity following the Effective Date, unless and until the same shall be subsequently amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation of the Surviving Entity, shall constitute the Articles of Incorporation of the Surviving Entity separate and apart from these Articles of Merger.

Article I of the Articles of Incorporation of the Surviving Entity shall be amended in its entirety as follows: The name of the corporation shall be Designing Success, Inc.

3. **Succession.** On the Effective Date, GTS shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of DS, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Effect of Merger.**

FIRST: On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Entities or their shareholders, each outstanding share of common stock of DS shall be converted into one share of common stock of GTS as set forth in the plan of merger (the "Plan of Merger") between GTS and DS.

SECOND: The Merger shall be effective on the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

THIRD: The Plan of Merger was adopted by the board of directors and all shareholders of GTS and DS on the 2nd day of February, 2004.

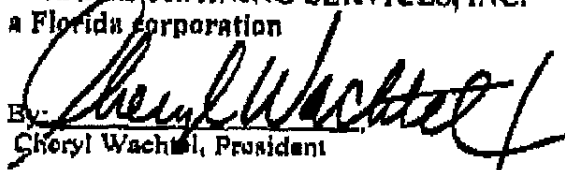
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Signed this 3rd day of February, 2004.

GLOBAL TRAINING SERVICES, INC.
a Florida corporation

By: 
Cheryl Wachtel, President

820916, 1.1X10

DESIGNING SUCCESS, INC.
a Florida corporation

By: 
Samuel Wachtel, Vice President

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