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NO. 892

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MERGER OR SHARE EXCHANGE

BOLESTA CENTER, INC.

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December 29, 2006

FLORIDA DEPARTMENT OF STATE

AUDITORY-VERBAL LEARNING INSTITUTE, INC.
7205 N HABANA AVE
TAMPA, FL 33614

SUBJECT: AUDITORY-VERBAL LEARNING INSTITUTE, INC.
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Please put a hyphen in between the words Auditory and Verbal in the name instead of a forward slash.

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ARTICLES OF MERGER
OF
AUDITORY-VERBAL LEARNING INSTITUTE, INC.
INTO
BOLESTA CENTER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are made and entered into this 28th of December, 2006, by and between Auditory/Verbal Learning Institute, Inc., a Florida not for profit corporation ("AVLI") and Bolesta Center, Inc., a Florida not for profit corporation ("Bolesta") (collectively, the "Parties").

Pursuant to Section 617.1105 of the Florida Not for Profit Corporation Act, AVLI and Bolesta hereby adopt the following Articles of Merger;

1. Plan of Merger. The Plan of Merger by and between AVLI and Bolesta is as follows:

(a) AVLI shall be merged with and into Bolesta (the "Merger"), whereupon the separate existence of AVLI shall cease and Bolesta (the "Surviving Corporation") shall continue its corporate existence as the surviving not for profit corporation in the Merger under the laws of the State of Florida.

(b) Bolesta shall succeed to and possess all of the rights, privileges and properties, and shall be subject to all of the duties, liabilities and obligations, of each of Bolesta and AVLI.

(c) The By-laws of Bolesta shall be the By-laws for the Surviving Corporation.

(d) The Surviving Corporation will carry on it's not for profit business with the assets of AVLI, as well as with the assets of Bolesta.

(e) The directors of the Surviving Corporation shall be:

Suzanne Alvarez
Ray Gonzalez
Tara O'Neill
Chellie Lisenby

(f) The Articles of Incorporation of Bolesta shall be the Articles of Incorporation of AVLI.

2. Effective Date. The Merger shall be effective as of the time of filing of these Articles of Merger by the Florida Department of State (the "Effective Date").

3. Approval. The Agreement and Plan of Merger was approved by the Board of Directors of AVLI on December 18, 2006 (there being no members) and by the Board of Directors and all of the members of Bolesta on December 18, 2006.

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IN WITNESS WHEREOF, the Parties have executed these Articles of Merger effective the day and year first above written.

"AVLI"
AUDITORY-VERBAL LEARNING INSTITUTE, INC., a
Florida not for profit corporation

By: 

Suzanne Alvarez

Its: President

"Bolesta"
BOLESTA CENTER, INC., a Florida not for profit
corporation

By: 

Suzanne Alvarez

Its: President

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