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**MERGER OR SHARE EXCHANGE**

**The Academy of the Palm Beaches, Inc.**

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**ARTICLES OF MERGER  
OF  
PALM BEACH DAY ACADEMY, INC.  
WITH AND INTO  
THE ACADEMY OF THE PALM BEACHES, INC.**

The following Articles of Merger are being submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes.

**FIRST:** The exact name and jurisdiction for the merging party are as follows:

Palm Beach Day Academy, Inc.	Florida	Florida Doc. Number: N06000004015
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**SECOND:** The exact name and jurisdiction for the surviving party are as follows:

The Academy of the Palm Beaches, Inc.	Florida	Florida Doc. Number: 757837
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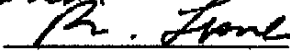
**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective at 12:01 a.m. on July 1, 2006.

**FIFTH:** Adoption of Plan of Merger by the surviving corporation: The Board of Trustees of the surviving corporation adopted the Plan of Merger on May 31, 2006 by the affirmative vote of a majority of the eleven (11) Trustees then in office. The surviving corporation had no members.

**SIXTH:** Adoption of Plan of Merger by the merging corporation: The Plan of Merger was adopted by (a) the written consent of the sole member of the merging corporation on May 31, 2006 and executed in accordance with Section 617.0701, Florida Statutes (which vote was sufficient for approval), and (b) the affirmative vote of a majority of the nineteen (19) Trustees then in office on May 31, 2006.

**SEVENTH:** Signatures for each entity:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual and Title</u>
Palm Beach Day Academy, Inc.		William M. Matthews, President
The Academy of the Palm Beaches, Inc.		Paul Leone, Vice Chairman

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**PLAN OF MERGER**  
**TO THE**  
**ARTICLES OF MERGER**  
**OF**  
**PALM BEACH DAY ACADEMY, INC.**  
**WITH AND INTO**  
**THE ACADEMY OF THE PALM BEACHES, INC.**

EFFECTIVE DATE

07-01-06

The following plan of merger is submitted in compliance with Section 617.1101, Florida Statutes.

1. The name and jurisdiction of incorporation of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
The Academy of the Palm Beaches, Inc. (the "Academy")	Florida

2. The name and jurisdiction of incorporation of the merging company:

<u>Name</u>	<u>Jurisdiction</u>
Palm Beach Day Academy, Inc. ("Merger Sub")	Florida

3. Other provisions relating to the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging company shall be transferred to and vested in the surviving corporation without further act or deed, and all property (including real, personal and intellectual) of the merging company shall be the property of the surviving corporation.

(B) Assumption of Obligations. All obligations of the merging company shall become obligations of the surviving corporation.

(C) Effective Date. The merger shall become effective at 12:01 A.M. on July 1, 2006 (the "Effective Date").

(D) Articles of Incorporation of the Surviving Corporation. The Amended and Restated Articles of Incorporation of the surviving corporation shall be amended and restated at the Effective Time without any further action on the part of the surviving corporation to read in the form of Exhibit A ("Academy Restated Articles") and, as so amended and restated, such Academy Restated Articles shall be the Articles of Incorporation of the surviving corporation, and the surviving corporation's name shall be PBDA - Flagler Campus, Inc. from and after the Effective Time, each until thereafter changed or amended as provided therein or by applicable law.

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Exhibit A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE ACADEMY OF THE PALM BEACHES, INC.**

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The Academy of the Palm Beaches, Inc. (the "Corporation"), a not for profit corporation organized and existing under and by virtue of the Florida Not For Profit Corporation Act (the "Act"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on May 5, 1981, and Articles of Amendment to the Articles of Incorporation were filed with the Secretary of State of the State of Florida on July 16, 2001.

2. The Corporation did not have members, so none of the amendments required member approval. The Amended and Restated Articles of Incorporation set forth herein have been duly approved at a meeting duly held by the Board of Trustees in accordance with Sections 617.1007 and 617.1006 of the Act on May 31, 2006 and the number of votes cast were sufficient for approval.

3. The Articles of Incorporation of the Corporation are hereby amended and restated, effective as of 12:01 a.m. on July 1, 2006, as follows:

**ARTICLE I**

The name of the Corporation shall be: PBDA – Flagler Campus, Inc.

**ARTICLE II**

The principal place of business and mailing address of the Corporation shall be:

1901 South Flagler Drive  
West Palm Beach, FL 33401

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**ARTICLE III**

This Corporation is organized for the purpose of forming a scientific institution of learning which shall include the operation of private scientific schools, colleges or other institutions of learning and a library, including all of the activities usually and generally associated with the above named objectives and to have the authority to charge and receive payment for the services rendered. The Corporation shall have full power to receive, own, lease, buy, sell or mortgage real or personal property of every nature whatsoever which may be necessary, usual or convenient for the transaction of its business and the accomplishment of the purposes of this organization.

**ARTICLE IV**

The manner in which the Board of Trustees of the Corporation are elected shall be specified in the Bylaws of the Corporation. The Corporation shall have only one (1) member, i.e., Palm Beach Day Academy, Inc. (f/k/a Palm Beach Day School).

**ARTICLE V**

The Corporation shall have a perpetual existence.

**ARTICLE VI**

This Corporation shall indemnify its Trustees and officers and may indemnify its employees, agents and such other persons as designated by a majority of the Trustees, to the fullest extent permitted by the Act and the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in connection with a civil or criminal proceeding brought against such person or other matters referred to in or covered by said provisions including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in his or her official capacity and as to action in any other capacity during such

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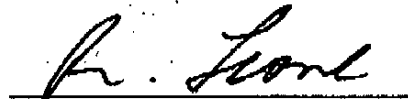
relationship with this Corporation. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified persons may be entitled under any other law, by-law, agreement, vote of disinterested Trustees or otherwise. This indemnification shall continue as to a person who has ceased to be a Trustee, officer, employee or agent, and shall inure to the benefit of the heirs, personal representatives and administrators of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

#### ARTICLE VII

The name and Florida street address of the registered agent is:

GY Corporate Services, Inc.  
777 S. Flagler Dr.  
Suite 500E  
West Palm Beach, FL 33401

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of this not for profit corporation under the laws of the State of Florida, the undersigned officer has executed these Amended and Restated Articles of Incorporation this 6th day of June, 2006.



Name: Paul Leone  
Title: Vice Chairman

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for PBDA - Flagler Campus, Inc., a Florida not for profit corporation (the "Corporation"), in the foregoing Amended and Restated Articles of Incorporation, I, Michael V. Mitrione, Vice President of GY Corporate Services, Inc., on behalf of GY Corporate Services, Inc., hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

**REGISTERED AGENT:**

GY Corporate Services, Inc.

By: 

Michael V. Mitrione, Vice President

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