

Document Number Only

**F70052**

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

**CORPORATION(S) NAME**

100002272501--3

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
97 AUG 20 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*NAI Acquisition Corp. (DE)*

*Merging with:*

*National Assessment Institute, Inc. (FL)*

☐ Profit  
☐ NonProfit  
☐ Limited Liability Co.

☐ Amendment

☒ Merge

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name Filing

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

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**AUG 20 1997**

F70052

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

NAI ACQUISITION CORP., a Delaware corporation not authorized to transact  
business in Florida

INTO

NATIONAL ASSESSMENT INSTITUTE, INC., a Florida corporation, F70052.

File date: August 20, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER  
OF  
NAI ACQUISITION CORP.  
INTO  
NATIONAL ASSESSMENT INSTITUTE, INC.**

**FILED**  
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**TALLAHASSEE, FLORIDA**

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

**FIRST:** NAI Acquisition Corp. is a corporation organized under the laws of the State of Delaware owning 100 percent of the shares of National Assessment Institute, Inc., a corporation organized under the laws of the State of Florida.

**SECOND:** The following plan of merger was adopted by the board of directors of NAI Acquisition Corp.:

(1) NAI Acquisition Corp. is the parent company merging into National Assessment Institute, Inc., the subsidiary and surviving corporation.

(2) Each share of the surviving corporation, whether authorized or issued shall not be converted or exchanged as a result of the merger but shall continue to be shares of the surviving corporation. Each share of the foreign corporation issued and outstanding on the effective date of the merger and all rights in respect thereof, shall, on such date, be canceled.

**THIRD:** The merger was approved unanimously by the sole shareholder of each of the constituent corporations.

**FOURTH:** A copy or summary of the plan of merger was mailed by the parent corporation on the 12th day of August, 1997, to the sole shareholder of the subsidiary who did not waive the mailing requirement in writing.

\*\*\*\*\*

**FIFTH:** The effective date of the merger is on the date of the filing of these Articles of Merger.

Signed this 13<sup>th</sup> day of August, 1997.

**NATIONAL ASSESSMENT INSTITUTE, INC.**

By: 

Steven M. Taslitz, Chairman

**NAI ACQUISITION CORP.**

By: 

Steven M. Taslitz, Chairman

## **ARTICLES OF MERGER**

### **of a Domestic Corporation and a Foreign Corporation**

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act ("FBCA") hereby execute the following Articles of Merger:

**FIRST:** The names of the Corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
National Assessment Institute, Inc. (the "Domestic Corporation")	Florida
NAI Acquisition Corp. (the "Foreign Corporation")	Delaware

The date of adoption is August 12, 1997 by the sole shareholder.

**SECOND:** The laws of the State of Delaware under which such Foreign Corporation is organized permit such merger and such Foreign Corporation is complying with those laws in effecting the merger.

**THIRD:** The Domestic Corporation, as the surviving corporation of the merger, complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and Section 607.1105 F.S. (as set forth below).

**FOURTH:** The plan of the merger is as follows:

### **PLAN AND AGREEMENT OF MERGER**

This Plan and Agreement of Merger is made and entered into this 12<sup>th</sup> day of August, 1997 by and between NAI Acquisition Corp., a Delaware corporation (the "Merged Corporation") and National Assessment Institute, Inc., a Florida corporation (the "Surviving Corporation") (said corporations may hereinafter be referred to jointly as "Constituent Corporations").

### **WITNESSETH:**

**WHEREAS**, the purposes and objectives of the Constituent Corporations may be effectively achieved and promoted within a single corporate structure; and

**WHEREAS**, the Board of Directors of each Constituent Corporation deems it advisable that the Merged Corporation be merged with and into the Surviving Corporation on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the

General Corporation Law of Delaware (the "Act") and the FBCA.

**NOW, THEREFORE**, in consideration of the premises and of the agreements, covenants, and conditions hereinafter set forth and for the purpose of fixing and declaring the terms and conditions upon which the Constituent Corporations are to be merged, and such other details or provisions as are deemed necessary or desirable, the Constituent Corporations, by their Boards of Directors, hereby agree as follows:

## **ARTICLE I**

### **CONSTITUTION OF MERGER**

The Merged Corporation shall be merged with and into the Surviving Corporation, in accordance with the provisions of the Act and the FBCA.

## **ARTICLE II**

### **CORPORATION NAME**

The name of the Surviving Corporation shall be National Assessment Institute, Inc.

## **ARTICLE III**

### **EFFECT OF MERGER**

Upon the merger becoming effect:

- (1) the Constituent Corporations shall be a single corporation;
- (2) the separate corporation existence of the Merged Corporation shall cease, except to the extent provided for by the laws of the States of Florida and Delaware in the case of a corporation after its merger into another corporation;
- (3) the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation, without further act, deed or transfer;
- (4) the Surviving Corporation shall thenceforth be responsible for and subject to all of the debts, liabilities and obligations of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them;
- (5) any claim, existing action, or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation; and
- (6) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

#### **ARTICLE IV**

##### **MANNER AND BASIS OF CONVERTING SHARES**

Each share of the Surviving Corporation, whether authorized or issued shall not be converted or exchanged as a result of the merger but shall continue to be shares of the Surviving Corporation. Each share of the Foreign Corporation issued and outstanding on the effective date of the merger and all rights in respect thereof, shall, on such date, be canceled.

#### **ARTICLE V**

##### **ARTICLES AND BYLAWS**

The Articles of Incorporation of the Surviving Corporation, existing on the effective date of the merger shall continue in full force as the Articles of Incorporation of the Surviving Corporation until they are duly altered, amended and repealed. The bylaws of the Surviving Corporation existing on the effective date of the merger shall continue in full force as the bylaws of the Surviving Corporation until they are duly altered, amended or repealed.

#### **ARTICLE VI**

##### **BASIS FOR TRANSFERRING ASSETS AND LIABILITIES**

The assets and liabilities of the Merged Corporation, at the effective date of the merger, shall be taken on the books of the Surviving Corporation at the amounts at which they are, on such date, carried on the books of the Merged Corporation.

#### **ARTICLE VII**

##### **DIRECTORS AND OFFICERS**

The Board of Directors and Officers of the Surviving Corporation shall be the Directors and Officers holding such offices of the Surviving Corporation at the time of effectiveness of the merger. Such individuals shall hold office in accordance with the bylaws of the Surviving Corporation.

#### **ARTICLE VIII**

##### **EXPENSES OF MERGER**

The Surviving Corporation shall pay all expenses of implementing this Plan and Agreement of Merger and accomplishing the Merger provided for herein.

## **ARTICLE IX**

### **FURTHER ASSURANCES**

If at any time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and deliver or cause to be executed and delivered all such proper assignments, conveyances and assurances in law and do all things necessary or proper to vest and perfect such property or rights in the Surviving Corporation, and otherwise to carry out the purpose of this Plan and Agreement of Merger.

## **ARTICLE X**

### **EFFECTIVE DATE**

The effective date of the merger shall be the date upon which these Articles of Merger are filed and deemed effective.

This Plan and Agreement of Merger may be executed in two or more counterparts, each of which shall be deemed an original and together constitute one and the same document.

**IN WITNESS WHEREOF**, the Surviving Corporation and the Merged Corporation have caused this Plan and Agreement of Merger to be signed by duly authorized officers as of the day and year first above written.


**SURVIVING CORPORATION**

**NATIONAL ASSESSMENT INSTITUTE,  
INC., a Florida corporation**

By: 

Steven Taslitz, Chairman

**ATTEST:**

  
Tom D. Wippman, Secretary

**MERGED CORPORATION**

**NAI ACQUISITION CORP., a Delaware  
corporation**

By: 

Steven Taslitz, President

**ATTEST:**

  
Tom D. Wippman, Secretary