

F70052

Florida Filing & Search
Requestor's Name

3/18

Address

60684318

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): *Morgan*

1. *National Assessment Institute, Inc*
(Corporation Name) (Document #)

2. *Black Testing Services, Inc.*
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
99 MAR 18 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****70.00 *****70.00

RECEIVED
99 MAR 18 AM 10:04
DIVISION OF CORPORATION

Examiner's Initials

AR
3/19/99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BLOCK TESTING SERVICES, INC., a Maryland corporation not authorized to
transact business in Florida

INTO

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

File date: March 18, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER OF
NATIONAL ASSESSMENT INSTITUTE, INC., a Florida corporation
and
BLOCK TESTING SERVICES, INC., a Maryland corporation

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TALLAHASSEE, FLORIDA

BLOCK TESTING SERVICES, INC., a corporation duly organized and existing under the laws of the State of Maryland and **NATIONAL ASSESSMENT INSTITUTE, INC.,** a corporation duly organized and existing under the laws of the State of Florida, do hereby certify that:

1. Block Testing Services, Inc., a corporation organized under the laws of Maryland and with its principal office located in Baltimore, Maryland (the "Merging Corporation"), is merging with and into National Assessment Institute, Inc., a corporation incorporated under the general laws of Florida on March 8, 1982, not registered to do business in Maryland, not owning an interest in land in the State of Maryland and with its principal office located in Tampa, Florida (the "Surviving Corporation").

2. A Plan and Agreement of Merger (the "Merger Agreement") dated as of March 11, 1999 by and between the Merging Corporation and the Surviving Corporation, setting forth the terms and conditions of the merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration and the treatment of any issued stock of the merging corporations not to be converted or exchanged has been executed and acknowledged by each such constituent corporation all in accordance with the requirements of the Maryland General Corporation Law and the Florida Business Corporation Act. A copy of the Merger Agreement is attached hereto.

3. The terms and conditions of the transaction set forth in the merger Agreement were advised, authorized and approved by each corporation party to the Articles of Merger and Merger Agreement in the manner and by the vote required by its charter and the laws of the State of Maryland. The manner of approval was as follows:

a. The Board of Directors of Merging Corporation, by written consent dated March 11, 1999, signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, adopted a resolution which approved the Merger Agreement and these Articles of Merger, declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolution.

b. The sole stockholder of Merging Corporation, by written consent dated March 11, 1999, signed by the sole stockholder and filed with the minutes of the proceedings of the stockholders of the Corporation, adopted a resolution which approved the terms and provisions of the Merger Agreement and these Articles of Merger.

c. The Board of Directors of Surviving Corporation, by written consent dated March 11, 1999, signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, adopted a resolution which approved the Merger Agreement and these Articles of Merger, declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolution.

d. The sole stockholder of Surviving Corporation, by written consent dated March 11, 1999, signed by the sole stockholder and filed with the minutes of the proceedings of the stockholders of the Corporation, adopted a resolution which approved the terms and provisions of the Merger Agreement and these Articles of Merger.

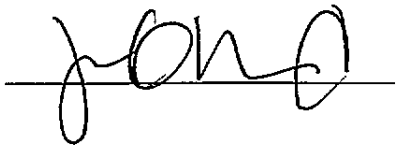
4. The charter of the Surviving Corporation will be the charter of the successor corporation, and shall not be amended except that the name of the Surviving Corporation shall be changed to "NAI-Block, Inc." upon the effective date of the Merger.

5. Merging Corporation has the authority to issue 100 shares of no par value common stock. The aggregate par value of all the shares of stock of all classes of the Merging Corporation is \$0.00. Surviving Corporation has the authority to issue 5,000 shares, all of one class, of \$1.00 par value common stock. The aggregate par value of all the shares of stock of all classes of the Surviving Corporation is \$5,000.00

6. The merger shall become effective upon acceptance for record by the Secretary of State of the State of Florida of these Articles.

IN WITNESS WHEREOF, Block Testing Services, Inc. and National Assessment Institute, Inc. have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents or vice presidents and witnessed by their respective secretaries on March 11, 1999.

NATIONAL ASSESSMENT INSTITUTE, INC.



By: 

Name: R. Christopher Hoehn-Saric

Title: President

WITNESS:



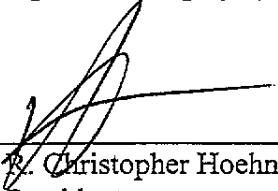
BLOCK TESTING SERVICES, INC.

By: 

Name: B. Lee McGee

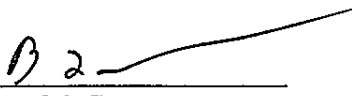
Title: Vice President

THE UNDERSIGNED, President of National Assessment Institute, Inc., a Florida corporation, who executed on behalf of the Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Name: R. Christopher Hoehn-Saric
Title: President

THE UNDERSIGNED, Vice President of Block Testing Services, Inc., a Maryland corporation, who executed on behalf of the Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Name: B. Lee McGee
Title: Vice President

PLAN AND AGREEMENT OF MERGER

OF

**BLOCK TESTING SERVICES, INC.,
a Maryland corporation,**

INTO

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

This PLAN AND AGREEMENT OF MERGER dated as of March
11, 1999, by and between National Assessment Institute, Inc. and Block Testing
Services, Inc., as approved by the Board of Directors of each of the foregoing.

1. Block Testing Services, Inc., a Maryland corporation (the "Merging Corporation") shall be merged with and into National Assessment Services, Inc., a Florida corporation (the "Surviving Corporation") (the "Merger").
2. The separate existence of the Merging Corporation shall cease upon the effective date of the Merger in accordance with the provisions of the Maryland General Corporation Law and the Florida Business Corporation Act of 1989.
3. The Plan of Merger has been approved by the Board of Directors of the Merging Corporation and the Board of Directors of the Surviving Corporation.
4. Each issued share of the Merging Corporation shall, upon the effective date of the Merger, be canceled and no shares of the Surviving Corporation shall be issued in exchange therefor.
5. Forthwith upon the effective date of the Merger, all of the shares of the Surviving Corporation outstanding immediately prior to the Merger shall remain issued and outstanding and shall be owned by Sylvan Learning Systems, Inc.
6. The Surviving Corporation shall assume all the obligations of the Merging Corporation.
7. The Surviving Corporation shall continue its existence pursuant to the provisions of the Florida Business Corporation Act of 1989.
8. The name of the Surviving Corporation upon the effective date of the Merger shall become "NAI-Block, Inc."

9. The Articles of Incorporation of the Surviving Corporation upon the effective date of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, except as amended to reflect its new name.

10. The bylaws of the Surviving Corporation upon the effective date of the Merger shall continue to be the bylaws of the Surviving Corporation, except as amended to reflect its new name.

11. From and after the effective date of the Merger, the following persons shall serve as the directors of the Surviving Corporation and shall hold their directorship until the election, choice and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation:

R. Christopher Hoehn-Saric
B. Lee McGee
Douglas L. Becker

12. From and after the effective date of the Merger, the following persons shall serve as officers of the Surviving Corporation and shall hold such positions until the election, choice and qualification of their respective successors by the Board of Directors:

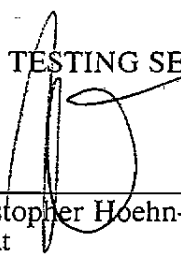
<u>Name</u>	<u>Position</u>
R. Christopher Hoehn-Saric	President
Robert W. Zentz	Vice President/Secretary/Treasurer
B. Lee McGee	Vice President/Asst. Secretary

13. So that the Merger herein provided for shall have been fully authorized in accordance with the provisions of the Maryland General Corporation Law and the Florida Business Corporation Act of 1989, the Merging Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Maryland and the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

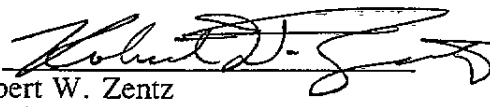
14. The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger provided for herein.

IN WITNESS WHEREOF, this Plan of Merger is hereby executed on behalf of each of the constituent corporations parties hereto as of the date first above written.

BLOCK TESTING SERVICES, INC.

By: 
R. Christopher Hoehn-Saric
President

NATIONAL ASSESSMENT INSTITUTE, INC.

By: 
Robert W. Zentz
Vice President