

F94000003679

FLORIDA FILING & SEARCH SERVICES, INC.
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DATE: APRIL 20, 1999

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie/Hodge

TYPE OF FILING
ARTICLES OF MERGER

merger

CORPORATE NAMES

ABEL EDUCATORS, INC. AND:

SYLVAN LEARNING SYSTEMS, INC.

FILED
99 APR 20 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SPECIAL INSTRUCTIONS:
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RECEIVED

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DR
4/21/99

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

ABEL EDUCATORS, INC., a Florida corporation K79297

INTO

SYLVAN LEARNING SYSTEMS, INC., a Maryland corporation, F94000003679

File date: April 20, 1999

Corporate Specialist: Annette Ramsey

Account number: FCA000000015

Account charged: 78.75

ARTICLES OF MERGER OF
ABEL EDUCATORS, INC., a Florida corporation
AND
SYLVAN LEARNING SYSTEMS, INC., a Maryland corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the requirements and provisions of the Maryland General Corporation Law and the Florida Business Corporation Act, **SYLVAN LEARNING SYSTEMS, INC.**, a corporation duly organized and existing under the laws of the State of Maryland ("Sylvan" or the "Surviving Corporation") and **ABEL EDUCATORS, INC.**, a corporation duly organized and existing under the laws of the State of Florida ("Abel"), desiring to effect a merger (the "Merger") do hereby certify that:

FIRST: Sylvan and Abel agree to merge in the manner hereinafter set forth.

SECOND: The name and place of incorporation of the Surviving Corporation and the Abel are: Sylvan Learning Systems, Inc., a Maryland corporation, and Abel Educators, Inc., a Florida corporation. Sylvan shall be the successor corporation in the merger and will continue its corporate existence under its present name pursuant to the provisions of the Maryland General Corporation Law.

THIRD: The Surviving Corporation has its principal office in the City of Baltimore in the State of Maryland. Abel has its principal office at 2404 Coral Ridge Circle, Melbourne, Florida 32935. Abel does not own an interest in land in Maryland or Florida. The Surviving Corporation does not own an interest in land in Florida.

FOURTH: Abel has 500 shares of capital stock authorized, all of which are classified as Common Stock, \$1.00 par value per share, of which 300 shares are issued and outstanding. The aggregate par value of stock of Abel is \$500.00. The corporate existence of Abel will cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Maryland and the State of Maryland.

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

a. The Board of Directors of Abel, by written consent dated March 29, 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 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 stockholders of Abel, by unanimous written consent dated March 29, 1999, signed by all of the stockholders, approved the terms and provisions of these Articles of Merger.

c. The Board of Directors of Surviving Corporation, by written consent dated March 26, 1999, signed by all of the directors of the Corporation, approved 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. The approval of the Stockholders of the Surviving Corporation is not required under the Maryland General Corporation Law.

SIXTH: The total number of shares of stock of all classes which Sylvan has authority to issue is 90,000,000 shares, 80,000,000 of which are classified as Common Stock (par value \$.01 per share) and 10,000,000 of which are classified as Preferred Stock (par value \$.01 per share), with 900,000 of such preferred shares designated as Series A Junior Participating Preferred Stock. The aggregate par value of all the shares of stock of all classes of Sylvan is \$900,000.

SEVENTH: The charter of the Surviving Corporation will be the charter of the successor corporation, and shall not be amended as a result of the Merger.

EIGHTH: 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 are as follows:

(a) The shares of stock of the Surviving Corporation shall not be converted, but each said share which is issued as of the effective date of the Merger shall continue to represent one issued share of stock of the successor corporation.

(b) Each of the issued and outstanding shares of Abel on the effective date of the merger shall be converted into 64.8166 shares of Common Stock, par value \$.01 per share, of the Surviving Corporation. As soon as practicable following the effective date of the merger, each holder of issued and outstanding shares of Common Stock of Abel shall be entitled to surrender to Sylvan the certificates representing the shares of Common Stock of Abel held by such holder immediately prior to effectiveness of the merger, and, upon such surrender, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Common Stock of the Surviving Corporation, deliverable in respect thereof.

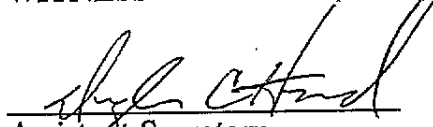
NINTH: Sylvan Learning Systems, Inc., the surviving corporation, hereby: (a) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the Surviving Corporation; (b) irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such proceedings; (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they

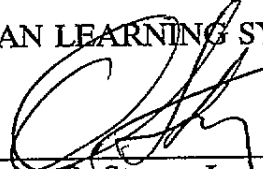
shall be entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders; and (d) agrees to pay all franchise and other taxes due and payable by or on behalf of the undersigned domestic corporation.

NINTH: The Merger shall become effective upon acceptance for record by the **Florida Department of State** of these Articles of Merger.


IN WITNESS WHEREOF, Sylvan Learning Systems, Inc. and Abel Educators, 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 or assistant secretaries on March 29, 1999.

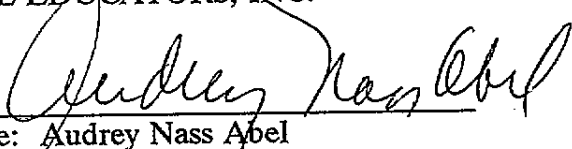
WITNESS: SYLVAN LEARNING SYSTEMS, INC.


Assistant Secretary

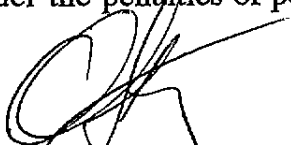
By: 
Name: O. Steven Jones
Title: Vice President

WITNESS: ABEL EDUCATORS, INC.


Secretary

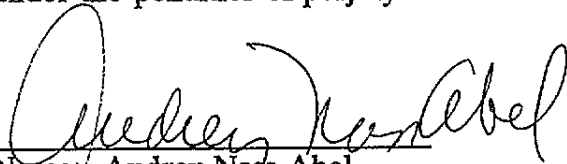
By: 
Name: Audrey Nass Abel
Title: President

THE UNDERSIGNED, Vice President of Sylvan Learning Systems, 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: O. Steven Jones
Title: Vice President

THE UNDERSIGNED, President of Abel Educators, 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: Audrey Nass Abel
Title: President