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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

KANN INSTITUTE FOR MEDICAL CAREERS, INC.

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merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

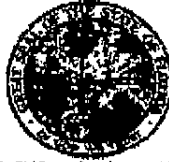
JAD, INC., a Florida corp., P99000013914

into

KANN INSTITUTE FOR MEDICAL CAREERS, INC., a Delaware entity
F99000004547

File date: October 6, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 6, 1999

KANN INSTITUTE FOR MEDICAL CAREERS, INC.
777 S. FLAGLER DR., STE 300E
WEST PALM BEACH, FL 33401

SUBJECT: KANN INSTITUTE FOR MEDICAL CAREERS, INC.
REF: F99000004547

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
JAD, INC.
(a Florida corporation)
WITH AND INTO
KANN INSTITUTE FOR MEDICAL CAREERS, INC.
(a Delaware corporation)**

Pursuant to provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. The Agreement and Plan of Merger (the "Agreement and Plan"), providing for the merger (the "Merger") of JAD, Inc., a Florida corporation, with and into Kann Institute for Medical Careers, Inc., a Delaware corporation, is attached hereto as Exhibit "A" and made a part hereof by reference.

2. The stockholders of JAD, Inc., a Florida corporation, entitled to vote on the aforesaid Agreement and Plan approved and adopted the Agreement and Plan by a Unanimous Written Consent of the Sole Stockholder and Directors in Lieu of a Special Meeting dated September 24, 1999, in accordance with the provisions of Sections 607.0704 and 607.0821 of the Florida Business Corporation Act.

3. The Merger of JAD, Inc., a Florida corporation, with and into Kann Institute for Medical Careers, Inc., a Delaware corporation, is permitted by the General Corporation Law of the State of Delaware, and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan was September 24, 1999 by the Sole Stockholder and Directors of Kann Institute for Medical Careers, Inc.

4. The Merger shall become effective as of the date of filing these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of JAD, Inc., a Florida corporation, and Kann Institute for Medical Careers, Inc., a Delaware corporation, on this 24th day of September, 1999.

JAD, INC., a Florida corporation

By: Deborah K. Schwarzberg
Deborah K. Schwarzberg, President

Kann Institute for Medical Careers, Inc., a
Delaware corporation

By: Deborah K. Schwarzberg
Deborah K. Schwarzberg, President

Steven L. Schwarzberg, Esq.
777 S. Flagler Dr., #300E
W. Palm Beach, FL 33401
FL Bar #306134
H99000025003 7

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
JAD, INC.
(a Florida corporation)
AND
KANN INSTITUTE FOR MEDICAL CAREERS, INC.
(a Delaware corporation)**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 24th day of September, 1999 by and between JAD, Inc., a business corporation organized under the laws of the State of Florida, and Kann Institute for Medical Careers, Inc., a corporation organized under the laws of the State of Delaware. The Agreement and Plan was adopted on September 24, 1999 by resolution of the Board of Directors of JAD, Inc., a Florida corporation, and adopted on September 24, 1999 by resolution of the Board of Directors of Kann Institute for Medical Careers, Inc., a Delaware corporation. The names of the corporations planning to merge are JAD, Inc., a Florida corporation, and Kann Institute for Medical Careers, Inc., a Delaware corporation. The name of the surviving corporation into which JAD, Inc., a Florida corporation, plans to merge is Kann Institute for Medical Careers, Inc., a Delaware corporation.

1. JAD, Inc., a Florida corporation, and Kann Institute for Medical Careers, Inc., a Delaware corporation, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Kann Institute for Medical Careers, Inc., a Delaware corporation, which shall be the surviving corporation upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as surviving corporation under its present name, Kann Institute for Medical Careers, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of JAD, Inc., a Florida corporation, which is sometimes hereinafter referred to as the "disappearing corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Incorporation of the surviving corporation at the effective time and date of the merger in the State of Delaware shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The Bylaws of the surviving corporation at the effective time and date of the merger in the State of Delaware shall be the Bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the State of Delaware shall be the first members of the Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

5. The issued shares of the disappearing corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall be returned and cancelled by the disappearing corporation and shall be of no value. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Agreement and Plan of Merger has been submitted to the shareholders of the disappearing corporation for their approval in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the disappearing corporation with and into the surviving corporation has been authorized in the manner prescribed by the General Corporation Law of the State of Delaware.


7. The disappearing corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the disappearing corporation and 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 and Agreement of Merger or of the merger herein provided for.

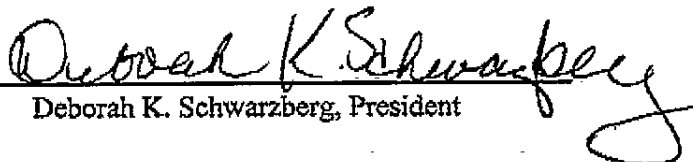
9. The merger shall become effective on the time and date on which the Articles of Merger have been filed with the Department of State of the State of Florida and the Certificate of Merger has been filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of the disappearing corporation and the surviving corporation.

JAD, INC., a Florida corporation

By: 
Deborah K. Schwarzberg, President

KANN INSTITUTE FOR MEDICAL CAREERS, INC.,
a Delaware corporation

By: 
Deborah K. Schwarzberg, President

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