

G34107



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 058117 5013689

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 70.00

ORDER DATE : December 9, 1998

ORDER TIME : 2:44 PM

ORDER NO. : 058117-020

400002708174--0

CUSTOMER NO: 5013689

CUSTOMER: Cindy L. Carhartt, Legal Asst  
Wallace Bauman Fodiman And  
Ste. 1720  
1200 Brickell Avenue  
Miami, FL 33134

ARTICLES OF MERGER

TUMBLING TOTS, INC.

INTO

TUTOR TIME INTERNATIONAL, INC.

RECEIVED

93 DEC -9 PM 3:24

DIVISION OF CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC -9 PM 3:42

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*See 12/10*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TUMBLING TOTS, INC., a Florida corporation, P97000008884

INTO

**TUTOR TIME INTERNATIONAL, INC.**, a Florida corporation, G34107.

File date: December 9, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER  
OF  
TUMBLING TOTS, INC., a Florida corporation  
into  
TUTOR TIME INTERNATIONAL, INC.,  
a Florida corporation**

**FILED**  
98 DEC -9 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS ARTICLES OF MERGER between **TUTOR TIME INTERNATIONAL, INC.**, a Florida corporation and **TUMBLING TOTS, INC.**, a Florida corporation.

1. Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), **TUTOR TIME INTERNATIONAL, INC.** and **TUMBLING TOTS, INC.**, adopt the following Articles of Merger

2. The following Plan of Merger was approved by the parties in the manner prescribed by law:

(a) **TUMBLING TOTS, INC.** shall be merged into **TUTOR TIME INTERNATIONAL, INC.**, which shall be the surviving corporation.

(b) On the effective date of the Merger, the separate existence of **TUMBLING TOTS, INC.** shall cease and its stock shall be canceled. **TUTOR TIME INTERNATIONAL, INC.** shall succeed to all the properties, rights and other assets of and **TUMBLING TOTS, INC.** shall be subject to all the liabilities of without further action by any of the corporations.

(c) all issued and outstanding shares of and **TUMBLING TOTS, INC.** on the Effective Date are held by **TUTOR TIME INTERNATIONAL, INC.** and shall, by virtue of the Merger and without any action on the part of **TUTOR TIME INTERNATIONAL, INC.**, be canceled simultaneously with the effectiveness of the Merger.

(d) The Articles of Incorporation of **TUTOR TIME INTERNATIONAL, INC.** shall continue to be the Articles of Incorporation of the surviving corporation following the effective date of the Merger.

(e) The Bylaws of **TUTOR TIME INTERNATIONAL, INC.** shall continue to be the Bylaws of the surviving corporation following the effective date of the Merger.

(f) On the Effective Date of the Merger, **TUTOR TIME INTERNATIONAL, INC.** shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature of each of the merging corporations. All property, real, personal and mixed, all debts due on whatever account, including subscriptions to shares, and all and every other interest of or belonging to or to each of the corporations so merged shall be taken and deemed to be transferred to and vested in **TUTOR TIME INTERNATIONAL, INC.** without further act or deed; and the title to any real estate, or any interest therein, vested in any such corporations shall not revert or be in any way impaired by reason of such Merger.

3. The Plan of Merger was approved and adopted by the sole shareholder of **TUMBLING TOTS, INC.** as of November 19, 1998.

4. The Plan of Merger was adopted by the Board of Directors of **TUTOR TIME INTERNATIONAL, INC.** as of November 19, 1998, since shareholder approval of the Plan of Merger is not required in accordance with §§ 607.1103(7) and 607.1104(1) of the Act.

5. Pursuant to § 607.1105(1)(b) of the Act, the Effective Date of the Merger shall be on date these Articles of Merger are filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 21<sup>st</sup> day of December, 1998.

**TUMBLING TOTS, INC.,** a Florida corporation

By: 

Name: Richard Weissman

Title: President

**TUTOR TIME INTERNATIONAL, INC.,** a  
Florida corporation

By: 

Name: Richard Weissman

Title: President