

H 87264

Florida Department of State
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11/24/03
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MERGER OR SHARE EXCHANGE
ARLINGTON HILLS DAY SCHOOL, INC.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 25, 2003

ARLINGTON HILLS DAY SCHOOL, INC.
2209 UNIVERSITY BLVD N
JACKSONVILLE, FL 32211US

SUBJECT: ARLINGTON HILLS DAY SCHOOL, INC.
REF: H87264

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Teresa Brown
Document Specialist

FAX Aud. #: H03000317454
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 14, 2003

ARLINGTON HILLS DAY SCHOOL, INC.
2209 UNIVERSITY BLVD N
JACKSONVILLE, FL 32211US

SUBJECT: ARLINGTON HILLS DAY SCHOOL, INC.
REF: H87264

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

The corporate suffix must be added to the corporate name throughout the application.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000317454
Letter Number: 403A00062077

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Arlington Hills Day School, Inc.</u>	<u>Florida (Duval County)</u>	<u>H87264</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Arlington Hills Day School of Jacksonville, Inc.</u>	<u>Florida (Duval County)</u>	<u>P00000078432</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on 5/1/03

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 5/1/03

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)



Seventh: SIGNATURES FOR EACH CORPORATION

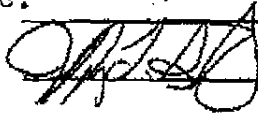
Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Arlington Hills Day School, Inc.

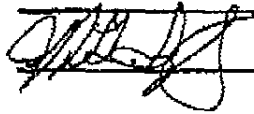
~~XXX~~
~~XXX~~



Jeffrey L. Singletary, President

Arlington Hills Day School

of Jacksonville, Inc.



Jeffrey L. Singletary, President



H03000317454 3

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Arlington Hills Day School, Inc.</u>	<u>Florida (Duval County)</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Arlington Hills Day School of Jacksonville,</u>	<u>Florida (Duval County)</u>
<u>Inc.</u>	
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

The Certificate of Incorporation and Bylaws of Arlington Hills Day School, Inc. will constitute the Certificate of Incorporation and Bylaws of the surviving corporation until and unless they are amended. Arlington Hills Day School, Inc., as surviving corporation, will succeed to and possess all rights, privileges, powers, franchises, and other attributes of both constituent corporations. All debts and liens of the constituent corporation accrue to the surviving corporation as if it had originally been obligated under them. The corporate existence of Arlington Hills Day School of Jacksonville, Inc. will be terminated as of the effective date of the merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shares of Arlington Hills Day School of Jacksonville, Inc. stock will be converted into shares of Arlington Hills Day School, Inc. stock.

(Attach additional sheets if necessary)