

**K15491**

Florida Department of State  
Division of Corporations  
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**07 APR 26 AM 9:03**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**ATA Tackwondo Center of Miami, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$210.00

\$245 if  
survivor is  
included

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**07 APR 26 AM 8:00**

**DIVISION OF CORPORATIONS**

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*Munger with Fee 4-26-07*

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation:

Name & Street Address

ATA Taekwondo Center of Miami, Inc.  
6800 NW 169 Street  
Miami, FL 33015

Jurisdiction

Florida

Document Number

K15491

**SECOND:** The name and jurisdiction of each merging corporation:

Name & Street Address

ATA Taekwondo Center of Hialeah, Inc.  
3300 West 84th Street, Bay #23/24  
Hialeah, FL 33018

Jurisdiction

Florida

Document Number

P98000017749

ATA Black Belt Academy of Miramar, Inc.  
17149 Miramar Parkway  
Miramar, FL 33027

Florida

P99000006980

ATA Martial Arts of Weston, Inc.  
1374 Weston Road  
Weston, FL 33326

Florida

P02000004368

Pines ATA Taekwondo, Inc.  
17933 NW 7<sup>th</sup> Street, Suite 103  
Pembroke Pines, FL 33029

Florida

P99000060174

Andy Silva's Black Belt Academy, Inc.  
6800 NW 169 Street  
Miami, FL 33015

Florida

P97000067595

Cooper City ATA Martial Arts, Inc.  
5806 S. Flamingo Road  
Cooper City, FL 33330

Florida

P00000065091

**THIRD:** The Plan of Merger is attached and incorporated by reference as is fully set forth.

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TALLAHASSEE, FLORIDA

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

**FIFTH:** Adoption of Merger by Surviving Corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on 4-17-2007.

**SIXTH:** Adoption of Merger by Merging Corporation

The Plan of Merger was adopted by the shareholders of the merging corporations on 4-18-2007.

**SEVENTH:** Under the Plan of Merger, all issued and outstanding shares of all six merging corporation's stock will be acquired by means of a merger of ATA Taekwondo Center of Hialeah, Inc., ATA Black Belt Academy of Miramar, Inc., ATA Martial Arts of Weston, Inc., Pines ATA Taekwondo, Inc., Andy Silva's Black Belt Academy, Inc., and Cooper City ATA Martial Arts, Inc. into ATA Taekwondo Center of Miami, Inc. with ATA Taekwondo Center of Miami, Inc. remaining as the surviving corporation.

**EIGHTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the parties have set their hands on 4-18-2007.

**SURVIVING CORPORATION:**

ATTEST:

(CORPORATE SEAL)

ATA Taekwondo Center of Miami, Inc.,  
a Florida Corporation

  
Master William Clark, President

**MERGING CORPORATIONS:**

ATTEST:

(CORPORATE SEAL)

ATA Taekwondo Center of Hialeah, Inc.,  
a Florida Corporation

  
Master William Clark, President


SIGNATURES CONTINUED ON NEXT PAGE

ATTEST:



(CORPORATE SEAL)

ATA Black Belt Academy of Miramar, Inc.,  
a Florida Corporation

  
Master William Clark, President

ATTEST:

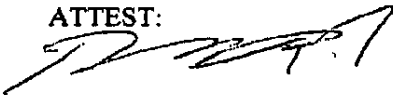


(CORPORATE SEAL)

ATA Martial Arts of Weston, Inc.,  
a Florida Corporation

  
Master William Clark, President

ATTEST:



(CORPORATE SEAL)

Pines ATA Taekwondo, Inc.,  
a Florida Corporation

  
Master William Clark, President

ATTEST:

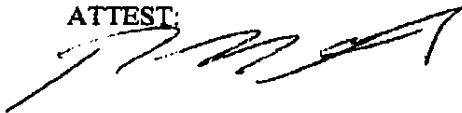


(CORPORATE SEAL)

Andy Silva's Black Belt Academy, Inc.,  
a Florida Corporation

  
Master William Clark, President

ATTEST:



(CORPORATE SEAL)

Cooper City ATA Martial Arts, Inc.,  
a Florida Corporation

  
Master William Clark, President

## PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated April 17, 2007 made by and among ATA Taekwondo Center of Miami, Inc., a Florida corporation ("Surviving Corporation"), and ATA Taekwondo Center of Hialeah, Inc., a Florida Corporation, ATA Black Belt Academy of Miramar, Inc, a Florida Corporation, ATA Martial Arts of Weston, Inc., a Florida Corporation, Pines ATA Taekwondo, Inc., a Florida Corporation, Andy Silva's Black Belt Academy, Inc., a Florida Corporation, and Cooper City ATA Martial Arts, Inc., a Florida Corporation ("Merging Corporation") (collectively the "Constituent Corporations").

### WITNESSETH:

WHEREAS, Merging Corporation desires to merge with and into Surviving Corporation, with Surviving Corporation being the surviving corporation (the "Merger"), on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Surviving Corporation owns 100% of Merging Corporation's outstanding Common Stock; and

WHEREAS, the Board of Directors of Surviving Corporation has determined that it is advisable that Merging Corporation be merged into Surviving Corporation, on the terms and conditions set forth, in accordance with §607.1104 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

### ARTICLE I The Merger

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida or any date following the filing date as chosen by the parties and stated in the Plan and in the Articles of Merger;

2. On the Effective Date, Merging Corporation shall be merged with and into Surviving Corporation. The separate existence of Merging Corporation shall cease at the Effective Date and the existence of Surviving Corporation shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of Florida.

**PLAN OF MERGER**

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3. The Plan of Merger has been approved by the Board of Directors of Surviving Corporation in accordance with §607.1104 of the Act. Surviving Corporation shall deliver notice of the Merger to the remaining shareholders of Merging Corporation. Surviving Corporation agrees not to file Articles of Merger with the Florida Secretary of State in accordance with the Act until at least 30 days after the notice is mailed (unless the remaining shareholders of Merging Corporation waive such notice in writing).

**ARTICLE II**  
**Effects of the Merger**

At the Effective Date, Surviving Corporation shall possess all the rights, privileges, Immunities, and franchises, of both a public and private nature, of Merging Corporation, and shall be responsible and liable for all liabilities and obligations of Merging Corporation, all as more particularly set forth in §607.1106 of the Act.

**ARTICLE III**  
**Terms of the Transaction;**  
**Conversion of and Payment for Shares**

The manner and basis of converting shares of Merging Corporation's Common Stock into shares of Surviving Corporation Stock shall be as follows:

1. Each share of Merging Corporation's common stock (the "Merging Corporation Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be converted into share(s) of the presently authorized and unissued shares of the common stock of Surviving Corporation (the "Surviving Corporation Common Stock"); provided that no fractional share of Surviving Corporation Common Stock shall be issued or exchanged for shares of Merging Corporation Common Stock. Notwithstanding the foregoing, each share of Merging Corporation Common Stock held by Surviving Corporation shall, by virtue of the Merger and without any action on the part of Surviving Corporation, be canceled simultaneously with the effectiveness of the Merger.

2. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of Merging Corporation.

**PLAN OF MERGER**

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**ARTICLE IV  
Dissenters' Rights**

Shareholders of Merging Corporation who, except for the applicability of §607.1 104(1)(a) of the Act which provides that a vote of the Surviving Corporation's or Merging Corporation's shareholders is not required to approve the Merger, would be entitled to vote on the Merger and who wish to dissent, are entitled, if the shareholder complies with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of such shareholder's shares.

**ARTICLE V  
Assignment**

If at any time Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Surviving Corporation the title to any property or rights of Merging Corporation, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Merging Corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in Surviving Corporation.

**ARTICLE VI  
Expenses**

Surviving Corporation shall pay all expenses of accomplishing the Merger.

**ARTICLE VII  
Amendment**

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of Surviving Corporation may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

**ARTICLE VIII  
Termination**

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Surviving Corporation, this Plan may be terminated at any time before the

**PLAN OF MERGER**

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Effective Date by resolution of the Board of Directors of Surviving Corporation. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Surviving Corporation or Merging Corporation, or their Directors, officers, employees, agents, or shareholders.

A signed facsimile of this Plan of Merger shall be deemed an original.

IN WITNESS WHEREOF, the parties have set their hands on April 17, 2007.

**SURVIVING CORPORATION:**

ATTEST:

(CORPORATE SEAL)

ATA Taekwondo Center of Miami, Inc.,  
a Florida Corporation

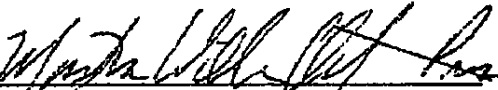
  
Master William Clark, President

**MERGING CORPORATIONS:**

ATTEST:

(CORPORATE SEAL)

ATA Taekwondo Center of Hialeah, Inc.,  
a Florida Corporation

  
Master William Clark, President

ATTEST:

(CORPORATE SEAL)

ATA Black Belt Academy of Miramar, Inc.,  
a Florida Corporation

  
Master William Clark, President

ATTEST:

(CORPORATE SEAL)

ATA Martial Arts of Weston, Inc.,  
a Florida Corporation

  
Master William Clark, President



Apr 26 07 06:31a

Karate America

904-724-2100

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PLAN OF MERGER

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SIGNATURES CONTINUED ON NEXT PAGE

ATTEST:

Pines ATA Taekwondo, Inc.,  
a Florida Corporation

(CORPORATE SEAL)

  
Master William Clark, President

ATTEST:

Andy Silva's Black Belt Academy, Inc.,  
a Florida Corporation

(CORPORATE SEAL)

  
Master William Clark, President

ATTEST:

Cooper City ATA Martial Arts, Inc.,  
a Florida Corporation

(CORPORATE SEAL)

  
Master William Clark, President