



L01000002598

ACCOUNT NO. : 072100000032

REFERENCE : 053903 4304756

AUTHORIZATION :

COST LIMIT : \$ 50.00

ORDER DATE : February 26, 2001

ORDER TIME : 10:44 AM

ORDER NO. : 053903-005

CUSTOMER NO: 4304756

CUSTOMER: Joseph F. Gilday, Legal Asst  
Bingham Dana LLP  
150 Federal Street

Boston, MA 02110

600003782976--3

ARTICLES OF MERGER

CA CORAL SPRINGS LLC

INTO

CA CORAL SPRINGS LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*JB*  
*2-27-01*

01 FEB 27 PM 1:40

APPROVED  
AND  
FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
FEB 27 2001  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

CA CORAL SPRINGS LLC, A NON-QUALIFIED DELAWARE ENTITY

into

**CA CORAL SPRINGS LLC**, a Florida entity L01000002598

File date: February 27, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 50.00

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. CA Coral Springs LLC c/o Chancellor Academies, Inc. 3250 Mary St., Suite 202 Coconut Grove, FL 33133	Delaware	LLC
Florida Document/Registration Number: _____	FEI Number: _____	
2. CA Coral Springs LLC c/o Chancellor Academies, Inc. 3250 Mary St., Suite 202 Coconut Grove, FL 33133	Florida	LLC
Florida Document/Registration Number: <u>1010000062598</u>	FEI Number: _____	
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	

(Attach additional sheet(s) if necessary)

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CA Coral Springs LLC	Florida	LLC
c/o Chancellor Academies, Inc.		
3250 Mary St., Suite 202		
Coconut Grove, FL 33133		

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger. N/A

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes. N/A

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes. N/A

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

01 FEB 27 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

CA Coral Springs LLC

Charles M. Andolsek

Authorized Representative

CA Coral Springs LLC

Charles M. Andolsek

Authorized Representative

(Attach additional sheet(s) if necessary)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# FILE

2000

\*\* TOTAL PAGE.02 \*\*

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CA Coral Springs LLC	Delaware
CA Coral Springs LLC	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CA Coral Springs LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows:

The entire interest in the Delaware LLC is being merged into the Florida LLC.

*(Attach additional sheet(s) if necessary)*

APPROVED  
AND  
FILED  
01 FEB 27 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The parent, a Delaware corporation, is converting its wholly owned Delaware subsidiary into a wholly owned Florida subsidiary. No cash or other property shall be distributed.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

APPROVED  
AND  
FILED  
JUL 27 PM 1:40  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

The LLC shall be managed by its sole member, Chancellor Academies, Inc., 3250 Mary Street, Suite 202, Coconut Grove, FL 33133.

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

**EIGHTH:** Other provisions, if any, relating to the merger:

*(Attach additional sheet(s) if necessary)*

APPROVED  
AND  
FILED  
01 FEB 27 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA