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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

EDUCATIONAL SYMPOSIA ACQUISITION, LLC

L01-9199

Certificate of Status	0
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ARTICLES OF MERGER

MERGING

EDUCATIONAL SYMPOSIA, INC.,
a Florida corporation

and

PROFESSIONAL TRAVEL, INC.,
a Florida corporation

with and into

EDUCATIONAL SYMPOSIA ACQUISITION, LLC,
a Florida limited liability company

Pursuant to Florida Statute Sections 607.1109 and 608.4382

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TALLAHASSEE, FLORIDA

THE FOLLOWING ARTICLES OF MERGER ARE BEING SUBMITTED IN ACCORDANCE WITH SECTIONS 607.1109 and 608.4382, FLORIDA STATUTES:

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

Name and Address of Merging Entities	Jurisdiction/ Entity Type	FEIN	State Document No.
EDUCATIONAL SYMPOSIA, INC. 4515 George Road Suite 355 Tampa, Florida 33634	Florida corporation	59-2278642	G30681
PROFESSIONAL TRAVEL, INC. 4515 George Road Suite 355 Tampa, Florida 33634 (collectively, the "**Merging Entities**")	Florida corporation	59-2070916	F22784

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

Name and Address of Surviving Entity	Jurisdiction/ Entity Type	FEIN	State Document No.
EDUCATIONAL SYMPOSIA ACQUISITION, LLC 601 North Ashley Drive Suite 500 Tampa, Florida 33602 (the "**Surviving Entity**")	Florida limited liability company	03-0404262	L01000009199

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the Operating Agreement or Articles of Organization of the Surviving Entity or by the respective Bylaws or Articles of Incorporation of either of the Merging Entities.

FIFTH: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

SIXTH: In accordance with the attached Plan of Merger, the name of the Surviving Entity shall be renamed "Educational Symposia, LLC" concurrently with the filing of these Articles of Merger with the Florida Department of State.

SEVENTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

EIGHTH: Signatures:

Name of Entity	Signature	Name and Title
EDUCATIONAL SYMPOSIA, INC., a Florida corporation	Stephen Hunter	Stephen A. Hunter, President
PROFESSIONAL TRAVEL, INC., a Florida corporation	Stephen Hunter	Stephen A. Hunter, President
EDUCATIONAL SYMPOSIA ACQUISITION, LLC, a Florida limited liability company	________________	P. Jeffrey Leck, Manager/Member

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TALLAHASSEE, FLORIDA

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

Name and Address of Surviving Entity	Jurisdiction/ Entity Type	FEIN	State Document No.
EDUCATIONAL SYMPOSIA ACQUISITION, LLC 601 North Ashley Drive Suite 500 Tampa, Florida 33602 (the "**Surviving Entity**")	Florida limited liability company	03-0404262	L01000009199

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the Operating Agreement or Articles of Organization of the Surviving Entity or by the respective Bylaws or Articles of Incorporation of either of the Merging Entities.

FIFTH: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

SIXTH: In accordance with the attached Plan of Merger, the name of the Surviving Entity shall be renamed "Educational Symposia, LLC" concurrently with the filing of these Articles of Merger with the Florida Department of State.

SEVENTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

EIGHTH: Signatures:

Name of Entity	Signature	Name and Title
EDUCATIONAL SYMPOSIA, INC., a Florida corporation		Stephen A. Hunter, President
PROFESSIONAL TRAVEL, INC., a Florida corporation		Stephen A. Hunter, President
EDUCATIONAL SYMPOSIA ACQUISITION, LLC, a Florida limited liability company		P. Jeffrey Leck, Manager/Member

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TALLAHASSEE, FLORIDA

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005.244780.1

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made effective as of this 12th day of June, 2001 is made and entered into by and between EDUCATIONAL SYMPOSIA, INC., a Florida corporation ("ESI"); PROFESSIONAL TRAVEL, INC., a Florida corporation ("PTI," and, together with ESI, sometimes referred to hereinafter collectively as the "MERGING CORPORATIONS"); and EDUCATIONAL SYMPOSIA ACQUISITION, LLC, a Florida limited liability company (the "SURVIVING ENTITY"); the MERGING CORPORATIONS and the SURVIVING ENTITY being sometimes referred to herein as the "Constituent Entities".

WITNESSETH:

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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WHEREAS, ESI is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 7,500 shares of common stock, $1.00 par value per share, of which as of the date hereof 1,000 shares of common stock are validly issued and outstanding.

WHEREAS, PTI is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 7,500 shares of common stock, $1.00 par value per share, of which as of the date hereof 1,000 shares of common stock are validly issued and outstanding.

WHEREAS, the SURVIVING ENTITY is a limited liability company duly organized under the laws of the State of Florida, which owns 100% of all of the issued and outstanding shares of common stock of both of the MERGING CORPORATIONS.

WHEREAS, the Managers of the SURVIVING ENTITY and the respective Boards of Directors of each of the MERGING CORPORATIONS deem it advisable for the general welfare of such Constituent Entities and the sole Shareholder of each of the MERGING CORPORATIONS and the Members of the SURVIVING ENTITY that the MERGING CORPORATIONS be merged with and into the SURVIVING ENTITY which shall survive the merger and that the name of the SURVIVING ENTITY shall be concurrently changed to "Educational Symposia, LLC".

WHEREAS, the SURVIVING ENTITY is the sole Shareholder of the MERGING CORPORATIONS.

NOW, THEREFORE, the Constituent Entities hereby agree that the MERGING CORPORATIONS shall be merged with and into the SURVIVING ENTITY in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I
The Constituent Entities

The names of the Constituent Entities to the merger are EDUCATIONAL SYMPOSIA, INC. (Florida Charter No. G30681); PROFESSIONAL TRAVEL, INC. (Florida Charter No. F22784) and EDUCATIONAL SYMPOSIA ACQUISITION, LLC (Florida Charter No. L01000009199).

ARTICLE II
The Merger

On the Effective Date (as hereinafter defined) the MERGING CORPORATIONS shall be merged with and into the SURVIVING ENTITY (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Chapters 607 and 608 of the *Florida Statutes* (the "Florida Law"), and the SURVIVING ENTITY shall be concurrently renamed "Educational Symposia, LLC".

ARTICLE III
Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Entities shall be a single entity which shall be the SURVIVING ENTITY, which shall be named "Educational Symposia, LLC". From and after such filing, the separate existence of the MERGING CORPORATIONS shall cease, while the limited liability company existence of the SURVIVING ENTITY shall continue unaffected and unimpaired. The SURVIVING ENTITY shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a limited liability company organized under the Florida Law. The SURVIVING ENTITY 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 Constituent Entities. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Entities shall be taken and deemed to be transferred to and vested in the SURVIVING ENTITY without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Entities, shall not revert or be in any way impaired by reason of such Merger. The SURVIVING ENTITY shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or against any of the Constituent Entities may be prosecuted as if such Merger had not taken place, or the SURVIVING ENTITY may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Entities shall be impaired by such Merger.

ARTICLE IV
Articles of Organization and Operating Agreement; Managers

The Articles of Organization of the SURVIVING ENTITY as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law. The Operating Agreement of the SURVIVING ENTITY (the "Operating Agreement") shall upon the filing of the Articles of Merger become and shall thereafter remain the governing Operating Agreement of the SURVIVING ENTITY until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

Persons serving as Managers of the SURVIVING ENTITY prior to the Merger shall continue to serve as the Managers of the SURVIVING ENTITY upon and after the filing of the Articles of Merger with the Florida Department of State, until the same may be replaced by act of the Members or as otherwise provided by applicable law.

ARTICLE V
Treatment of Shares of Constituent Entities

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Plan of Merger, the shares of common stock of the MERGING CORPORATIONS currently held by the SURVIVING ENTITY immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof, shall, without any action on the part of the holder thereof, cease to exist and be deemed canceled.

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TALLAHASSEE, FLORIDA

ARTICLE VI
Further Assurance

If at any time after the Effective Date the SURVIVING ENTITY shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the SURVIVING ENTITY, according to the terms hereof, the title to any property or rights of the MERGING CORPORATIONS, the last acting officers and directors of the MERGING CORPORATIONS, or the corresponding Members or Managers of the SURVIVING ENTITY, shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the SURVIVING ENTITY, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VII
Approval by Shareholders

This Plan of Merger shall be approved by the Managers and Members of the SURVIVING ENTITY and by the respective Boards of Directors of each of the MERGING CORPORATIONS and submitted to the sole Shareholder of each of the MERGING CORPORATIONS for approval as provided by Florida Law on or before the filing of the Articles of Merger with the Florida Department of State. If duly adopted by the Managers and Members of the SURVIVING ENTITY and by the respective Boards of Directors and sole Shareholder of each of the MERGING CORPORATIONS, Articles of Merger, meeting the requirements of Florida Law, shall be filed immediately in the appropriate office in Florida.

ARTICLE VIII
Effective Date

The merger of the MERGING CORPORATIONS into the SURVIVING ENTITY shall become effective as of the date of the filing of the Articles of Merger with the Florida Department of State in accordance with Florida Law. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX
Covenants of the CORPORATION

The MERGING CORPORATIONS each covenant and agree that neither will (a) further amend its respective Articles of Incorporation prior to the Effective Date; or (b) issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE X
Covenants of the SURVIVING ENTITY

The SURVIVING ENTITY covenants and agrees that (a) it will not further amend its Articles of Organization prior to the Effective Date; and (b) it will not issue any new membership interests or any rights to acquire any membership interests prior to the Effective Date.

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ARTICLE XI
Termination

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Managers of the SURVIVING ENTITY or by the Boards of Directors of either or both of the MERGING CORPORATIONS at any time prior to the filing of the Articles of Merger for any reason or for no reason.

ARTICLE XII
Facsimile Signatures; Counterparts

This Agreement and Plan of Merger may be executed by facsimile signature and in any number of counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized representative on the day and year first above written.

THE MERGING CORPORATIONS:

EDUCATIONAL SYMPOSIA, INC.,
a Florida corporation

By: Stephen Hunter
Stephen A. Hunter, President

PROFESSIONAL TRAVEL, INC.,
a Florida corporation

By: Stephen Hunter
Stephen A. Hunter, President

THE SURVIVING ENTITY:

EDUCATIONAL SYMPOSIA
ACQUISITION, LLC,
a Florida limited liability company

By:____________________
P. Jeffrey Leck, Manager

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized representative on the day and year first above written.

THE MERGING CORPORATIONS:

EDUCATIONAL SYMPOSIA, INC.,
a Florida corporation

By:__________________________
Stephen A. Hunter, President

PROFESSIONAL TRAVEL, INC.,
a Florida corporation

By:__________________________
Stephen A. Hunter, President

THE SURVIVING ENTITY:

EDUCATIONAL SYMPOSIA
ACQUISITION, LLC,
a Florida limited liability company

By:__________________________
P. Jeffrey Leck, Manager

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

EDUCATIONAL SYMPOSIA, INC. AND PROFESSIONAL TRAVEL, INC. both Florida entities

,

INTO

EDUCATIONAL SYMPOSIA **LLC,** a Florida entity, L01000009199

File date: August 29, 2002

Corporate Specialist: Tammi Cline