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MERGER OR SHARE EXCHANGE

PERTH LEADERSHIP INSTITUTE, INC.

Certificate of Status	0
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VILLAGECOUNSELINGCENTER

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004/008

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Perth Ventures, LLC.</u>	<u>Florida</u>	<u>LLC</u>
<u>Perth Leadership Institute, Inc.</u>	<u>Delaware</u>	<u>Corporation</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Perth Leadership Institute, Inc.</u>	<u>Delaware</u>	<u>Corporation</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Date of filing with Secretary of State of State of Delaware

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Corporation Service Company

2711 Centerville Road, Suite 400

City of Wilmington, County of New Castle, Delaware 19808

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss. 608.4351-608.4355, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 100 SW 75TH ST #107
GAINESVILLE FL 32607

Mailing address: STATE

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Perth Ventures, LLC.		E. Ted Prince
Perth Leadership Institute, Inc.		E. Ted Prince

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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007/009

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Perth Ventures, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>Perth Leadership Institute, Inc.</u>	<u>Delaware</u>	<u>Corporation</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Perth Leadership Institute, Inc.</u>	<u>Delaware</u>	<u>Corporation</u>

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

see attached.

(Attach additional sheet if necessary)

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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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

see attached.

(Attach additional sheet if necessary)

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

see attached.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

see attached.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

see attached.

(Attach additional sheet if necessary)

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated as of the __th day of June, 2007 by and between Perth Ventures, LLC, a Florida limited liability company ("Perth") and Perth Leadership Institute, Inc., a Delaware corporation ("PLI").

WHEREAS, the sole member and manager of Perth deemed it advisable and to the advantage, welfare, and best interests of Perth and the owner of all of the ownership interests of Perth to merge Perth with and into PLI (the "Merger"), with PLI surviving, under and pursuant to the provisions of the Florida Limited Liability Company Act, as amended from time to time (the "FLLCA"); and

WHEREAS, the Board of Directors of PLI has unanimously deemed it advisable and to the advantage, welfare, and best interests of PLI and its sole stockholder to merge Perth with and into PLI, with PLI surviving under and pursuant to the provisions of the Delaware General Corporation Law (the "DGCL").

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **MERGER.** Upon the terms and subject to the conditions of this Agreement, the certificates of merger attached hereto as Exhibit A (the "Certificates of Merger") shall be duly prepared, executed and acknowledged by PLI in accordance with the DGCL and the FLLCA and shall be filed with the Secretary of State of the State of Delaware as provided in Section 264 of the DGCL and shall be filed with the Secretary of State of the State of Florida as provided in Section 608.4382 of the FLLCA. The Merger shall become effective upon filing with the Secretary of State of the State of Delaware, hereinafter referred to as the "Effective Time".

2. **EFFECTS OF MERGER.** At the Effective Time, Perth shall be merged with and into PLI, and the separate limited liability company existence of Perth shall cease. PLI shall continue under the laws of the State of Delaware as the surviving entity following the Merger under the name of "Perth Leadership Institute, Inc." (the "Surviving Corporation"). The consummation of the Merger will have the effects provided in the DGCL and the FLLCA.

3. **AUTHORIZED CAPITAL.** The authorized capital stock of the Surviving Corporation following the Effective Time shall be 20,000,000 shares of common stock, par value U.S.\$0.001 per share ("Common Stock"), unless and until the same shall be changed in accordance with the laws of the State of Delaware.

4. **STOCK.** At the Effective Time, the outstanding membership interests of Perth shall automatically be converted into 9,568,719 shares of Common Stock of PLI. Forthwith at the Effective Time, each of the 1,000 shares of Common Stock presently issued and outstanding immediately prior to the Effective Time shall be automatically canceled and retired.

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5. **CERTIFICATE OF INCORPORATION.** The Certificate of Incorporation of PLI shall become the Certificate of Incorporation of the Surviving Corporation following the Effective Time unless and until the same be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation or herein upon any shareholder or director or officer of PLI. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of the Surviving Corporation separate and apart from this Agreement and may be separately certified as the Certificate of Incorporation of the Surviving Corporation.

6. **BYLAWS.** The Bylaws of PLI as they exist at the Effective Time shall be the Bylaws of the Surviving Corporation following the Effective Time unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. **BOARD OF DIRECTORS AND OFFICERS.** The members of the Board of Directors and the officers of the Surviving Corporation immediately after the Effective Time of the Merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of PLI immediately prior to the Effective Time of the Merger, and such persons shall serve in such offices until their respective successors are elected and qualified, subject to the provisions of the Bylaws and the DGCL.

8. **FURTHER ASSURANCE OF TITLE.** If at any time the Surviving Corporation shall consider or be advised that any acknowledgements or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title to and possession of all property, benefit, interest, assets, rights, privileges, or immunities of Perth held immediately prior to the Effective Time, Perth and its proper officers and directors shall and will execute and deliver all such acknowledgements or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title to and possession of all property, benefit, interest, assets, rights, privileges, or immunities in the Surviving Corporation as shall be necessary to carry out the purposes of this Agreement, and the Surviving Corporation and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Perth or otherwise.

9. **RIGHTS AND LIABILITIES OF PERTH.** At and after the Effective Time of the Merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, all of the property, real, personal, and mixed, of each of the parties hereto; all debts due to Perth shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of the Surviving Corporation as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in Perth shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Time of the Merger; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it and the Surviving Corporation shall indemnify and

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hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

10. SERVICE OF PROCESS ON THE SURVIVING CORPORATION. PLI agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Perth as well as for the enforcement of any obligation of Perth arising from the merger.

11. TERMINATION. This Agreement may be terminated and abandoned by action of the Board of Directors of PLI or by action of the Board of Directors of Perth at any time prior to the Effective Time.

12. AMENDMENT AND MODIFICATION. This Agreement may be amended or modified at any time by the parties hereto but only pursuant to an instrument in writing signed by each of the parties.

13. ENTIRE AGREEMENT. This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all other prior agreements and understandings, both written and oral, between the parties hereto with respect to the subject matter hereof.

14. VALIDITY. The invalidity or unenforceability of any term or provision of this Agreement in any situation or jurisdiction shall not affect the validity or enforceability of the other terms or provisions of this Agreement in any other situation or in any other jurisdiction.

15. DESCRIPTIVE HEADINGS. The descriptive headings herein are inserted for convenience of reference only and shall in no way be construed to define, limit, describe, explain, modify, amplify or add to the interpretation, construction or meaning of any provision of, or scope or intent of, this Agreement nor in any way affect this Agreement.

16. GOVERNING LAW. This Agreement shall be governed and construed in all respects in accordance with law of the State of Delaware, excluding the principles of conflicts of law. It is irrevocably agreed that the courts of the State of Delaware are to have jurisdiction to settle any disputes arising out of or in connection with this Agreement.

17. COUNTERPARTS. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same instrument.

[Signature Page to Follow]

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IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed upon behalf of each of the parties thereto.

Dated: June 26, 2007

PERTH LEADERSHIP INSTITUTE, INC.

E Ted Prince

By:

E. Ted Prince, Chief Executive Officer

Dated: June 26, 2007

PERTH VENTURES, LLC

E Ted Prince

By:

E. Ted Prince, Sole Member

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