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(Requestor's Name)

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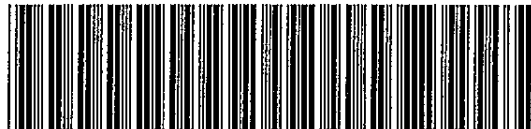
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 MAY -5 AM 11:11

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05/05/05--01023--016 \*\*50.00

# ALECO HARALAMBIDES

ATTORNEY AT LAW

CORAL WAY AT 3135 SW THIRD AVENUE MIAMI, FL 33129  
305.854.5209 FAX 305.854.1087  
ALECOS@MINDSPRING.COM

Monday, May 02, 2005

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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05 MAY -5 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Merger of The Heritage School Academy, LLC into Lifetime International Education, LLC

To Whom It May Concern:

Enclosed please find the Articles of Merger and Plan of Merger to complete the merger of The Heritage School Academy, LLC into Lifetime International Education, LLC. Lifetime International Education, LLC will be the remaining entity. A check made payable to the Florida Department of State, in the amount of \$50.00, is included for filing fees.

Should you have any questions, concerns or comments please do not hesitate to contact me directly.

Very truly yours,

  
Aleco Haralambides



CFN 2005R0160806  
OR Bk 23092 Pgs 1305 - 1311; (7Pg)  
RECORDED 02/16/2005 16:02:04  
HARVEY RUVIN, CLERK OF COURT  
MIAMI-DADE COUNTY, FLORIDA

ARTICLES OF MERGER OF THE HERITAGE SCHOOL  
ACADEMY, LLC

INTO

LIFETIME INTERNATIONAL EDUCATION, LLC

On this 14<sup>th</sup> day of February, 2005, and pursuant to Florida Statute § 607.1101 and § 607.1108, LIFETIME INTERNATIONAL EDUCATION, LLC, a Florida Limited Liability Corporation pursuant to chapter 608 of the Florida Statutes ("Lifetime") THE HERITAGE SCHOOL ACADEMY, LLC, a Florida Limited Liability Corporation pursuant to chapter 608 of the Florida Statutes ("Heritage"), hereby declare as follows:

ARTICLE I

The surviving entity shall be LIFETIME INTERNATIONAL EDUCATION, LLC

ARTICLE II

The Agreement and Plan of Merger is attached hereto as Exhibit A.

ARTICLE III

The Agreement and Plan of Merger ("Agreement and Plan of Merger") dated 2/14/05 by and between Heritage and Lifetime, both being Florida Limited Liability Companies, was approved by all of the Members and Managers of Heritage on 2/14/05 in accordance with §607.1108 and chapter 608 of the Florida Statutes.

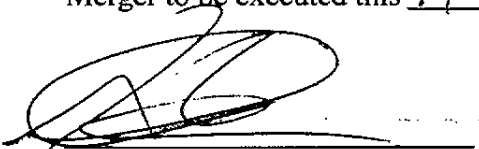
The Agreement and Plan of Merger dated 2/14/05 by and between Heritage and Lifetime, both being Florida Limited Liability Companies, was approved by all of the Members and Managers of Lifetime on 2/14/05 in accordance with §607.1108 and chapter 608 of the Florida Statutes.

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L03-24793

ARTICLE IV

These Article of Merger shall become effective on 2/14/05.

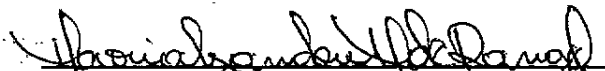
IN WITNESS HEREOF, the undersigned Managers have caused these Articles of Merger to be executed this 14th day of February, 2005.



Printed:

Barbara Cisneros

Printed: Barbara Cisneros



BY: Marialejandra Marciano De Rangel, Manager  
LIFETIME INTERNATIONAL EDUCATIO, LLC,  
A Florida Limited Liability Corporation

SWORN TO AND SUBSCRIBED before me this 14th day of February, 2005, by  
Marialejandra Marciano De Rangel, Manager of Heritage School Academy, LLC who  
personally known to me or produced proof of identification in the form of


NOTARY PUBLIC

State of Florida

County of Miami-Dade



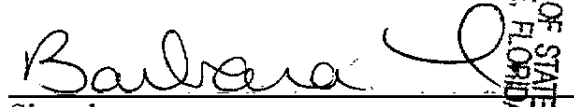
Barbara Cisneros  
Commission #DD222986  
Expires: Jun 15, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.



Printed: Alex Haralambides

Barbara Cisneros

Printed: Barbara Cisneros




Signed name

Printed name

Notary No.:

My Commission Expires: 6/15/07



BY: Marialejandra Marciano De Rangel, Manager  
THE HERITAGE SCHOOL ACADEMY, LLC  
A Florida Limited Liability Corporation

SWORN TO AND SUBSCRIBED before me this 14th day of February, 2005, by  
Marialejandra Marciano De Rangel, Manager of Heritage School Academy, LLC who is

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TALLAHASSEE, FLORIDA

personally known to me or produced proof of identification in the form of

**NOTARY PUBLIC**

**State of Florida**

**County of Miami-Dade**



Barbara Cisneros  
Commission #DD222986  
Expires: Jun 15, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc

Barbara Cisneros  
Signed name

\_\_\_\_\_  
Printed name

Notary No.: \_\_\_\_\_

My Commission Expires: 6/15/07

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TALLAHASSEE, FLORIDA

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**AGREEMENT AND PLAN OF MERGER OF THE  
HERITAGE SCHOOL ACADEMY, LLC  
INTO  
LIFETIME INTERNATIONAL EDUCATION, LLC**

This Agreement and Plan of Merger is dated as of this 14th day of February, 2005 (the "Agreement and Plan of Merger"), by and between LIFETIME INTERNATIONAL EDUCATION, LLC, a Florida Limited Liability Corporation pursuant to chapter 608 of the Florida Statutes ("Lifetime") and THE HERITAGE SCHOOL ACADEMY, LLC, a Florida Limited Liability Corporation pursuant to chapter 608 of the Florida Statutes ("Heritage").

103-31673  
**NOW THEREFORE**, in consideration of the promises and mutual covenants contained herein, the parties hereto agree as follows:

**1. THE MERGER**

A. Surviving Entity: LIFETIME INTERNATIONAL EDUCATION, LLC:

On the Effective Date, Heritage shall be merged with and into Lifetime International Education, LLC (the "Surviving Entity"). The separate existence shall cease at the effective date and the existence of Lifetime 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 Limited Liability Corporations organized under the laws of the State of Florida.

B. Effective Date: The term "Effective Date" shall mean February 14th, 2005.

**2. TERMS AND CONDITIONS OF MERGER**

A. This Agreement and Plan of Merger has been approved by the Managers and Members of both Heritage and Lifetime in accordance with Section 607.1101, Florida Statutes. Heritage's Managers and Members have adopted and approved this Agreement and Plan of Merger and Heritage has authorized its Managers, Gladys Carmona De Marciano and Marialejandra Marciano De Rangel, to merge Heritage with Lifetime. Lifetime's Managers and Members have adopted and approved the plan of merger and Lifetime has authorized its Managers, Gladys Carmona De Marciano and Marialejandra Marciano De Rangel, to merge with Heritage.

B. From and after the date of this Agreement and Plan of Merger, the Managers of Lifetime shall be the sole Managers of the Surviving Entity.

C. The established offices of Lifetime shall be the established offices of the Surviving Entity.

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D. All assets and property (including without limitation, real, personal and mixed, tangible and intangible, choses in action, rights and credits) then owned by Heritage and Lifetime, or which would inure to the benefit of either of such companies, shall immediately, by operation of law and without any conveyance, transfer or further action, become the assets and property of the Surviving Entity. The Surviving Entity shall succeed to the rights and obligations of Lifetime and Heritage and to the duties and liabilities connected therewith.

E. All rights of creditors and all liens upon the property of Lifetime and Heritage shall be preserved unimpaired by the Merger, and all debts, liabilities, obligations and duties of Lifetime and Heritage shall, on the Effective Date, become the responsibility and liability of the Surviving Entity, and may be enforced against it to the same extent as if said debts, liabilities, obligations, and duties had been incurred or contracted by the Surviving Entity. All acts, policies, arrangements, approvals, and authorizations of Lifetime and Heritage, their managers and members, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, policies, arrangements, approvals and authorizations of the Surviving Entity and shall be as effective and binding thereon as the same were with respect to Lifetime and Heritage.

### 3. MANNER AND BASIS OF CONVERTING INTERESTS

The entire ownership interest held by any and all Members of Heritage and Lifetime that has been issued and remains outstanding on the Effective Date shall cease to be outstanding and shall be automatically converted into an ownership interest in the Surviving Entity.

NOW, WHEREFORE, in consideration of the premises, Lifetime and Heritage agree as follows:

#### 1. Effects of the Merger.

a) At the effective date, Lifetime shall possess all rights, privileges, immunities, and franchises, of a public and private nature, of Heritage, and shall be responsible and liable for all liabilities and obligations of Heritage, as more particularly set forth in Section 607.1106, Florida Statutes.

b) The title to all real estate and other property, or any interest therein, owned by either Heritage or Lifetime is vested in Lifetime without reversion or impairment.

2. Terms of the Transaction. There are no minority or dissenting shareholders of Lifetime or Heritage. As such, the exchange of shares will be one for one; one former share in Heritage will become one equivalent share in Lifetime. The owners of shares of Lifetime shall retain such shares. No new shares in Lifetime shall be issued.

3. Assignment. If at any time the Managers of the Surviving Entity shall consider it advisable that any further assignment or assurances is necessary or desirable to vest, effect, confirm, or record in the Surviving Entity of any property or rights of Heritage, or to otherwise carry out the provisions hereof, the proper managers of Heritage, as of the effective date, shall

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TALLAHASSEE, FLORIDA

execute and deliver any and all proper deeds, assignments, or assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Lifetime.

4. **Managers.** Lifetime is the surviving entity, and the names and business addresses of the general partners of Lifetime are:

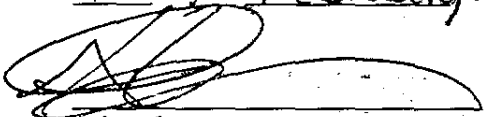
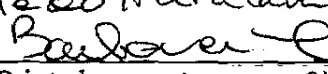
- a) Gladys Carmona De Marcano  
9595 Collins Avenue, APT. 901  
Surfside, Florida 33154
- b) Marialejandra Marcano De Rangel  
9595 Collins Avenue, APT. 901  
Surfside, Florida 33154

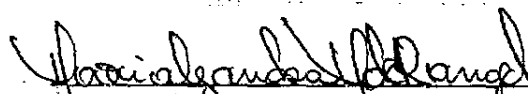
5. **Expenses.** Lifetime shall pay all expenses of accomplishing this merger.

7. **Amendment.** Any time before the filing with the Florida Department of State of the Articles of Merger to be filed in connection herewith, the directors of Lifetime may amend this plan. If the Articles of Merger have already been filed, Amended Articles of Merger shall be filed with the Department of State, but only if such Amended Articles can be filed before the effective date.

8. **Termination.** If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Lifetime, this Merger may be terminated at any time before the effective date by resolution of the Board of Directors of Lifetime. Upon termination as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of Lifetime or Heritage, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, Lifetime and Heritage have hereunto set their hands this 14<sup>th</sup> day of February 2005.

  
Printed: Alexander Haralambides  
  
Printed: Barbara Cisneros

  
BY: Marialejandra Marcano De Rangel, Manager  
LIFETIME INTERNATIONAL EDUCATIO, LLC,  
A Florida Limited Liability Corporation

SWORN TO AND SUBSCRIBED before me this 14<sup>th</sup> day of February, 2005, by Marialejandra Marcano De Rangel, Manager of Heritage School Academy, LLC who is personally known to me or produced proof of identification in the form of \_\_\_\_\_

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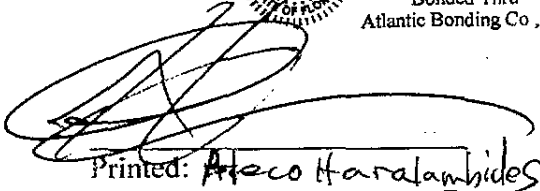
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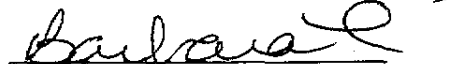
State of Florida

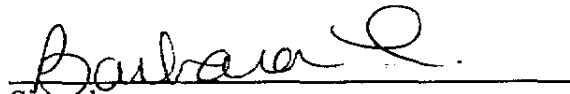
County of Dade



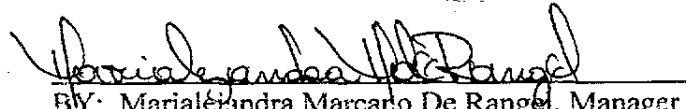
Barbara Cisneros  
Commission #DD222986  
Expires: Jun 15, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Printed: Aleco Haralambides

  
Printed: Barbara Cisneros

  
Signed name  
Barbara Cisneros  
Printed name

Notary No.: \_\_\_\_\_  
My Commission Expires: 6/15/07

  
BY: Marialejandra Marciano De Rangel, Manager  
THE HERITAGE SCHOOL ACACEMY, LLC  
A Florida Limited Liability Corporation

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Marialejandra Marciano De Rangel, Manager of Heritage School Academy, LLC who is  
personally known to me or produced proof of identification in the form of \_\_\_\_\_

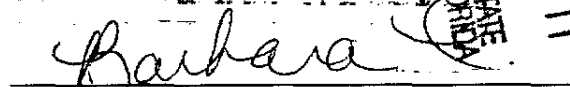
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County of Dade



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