

Florida Department of State

Division of Corporations
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Division of Corporations
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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE
KELBYONE, L.L.C.**

Certificate of Status	0
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Estimated Charge	\$60.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
KELBY TRAINING, INC.	Florida	Corporation

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>
KELBYONE, L.L.C.	Florida	Limited Liability Company

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.

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: **January 1, 2014**

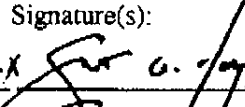
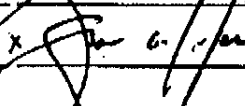
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
KELBY TRAINING, INC. <input checked="" type="checkbox"/>		Scott G. Kelby
KELBYONE, L.L.C. <input checked="" type="checkbox"/>		Scott G. Kelby

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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>
KELBY TRAINING, INC.	Florida	Corporation

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>
KELBYONE, L.L.C.	Florida	Limited Liability Company

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

The Constituent Companies hereby agree that the Merging Company shall be merged with and into the Surviving Company, and the Merging Company and the Surviving Company shall be a single Company. The Surviving Company shall be the Company continuing after the merger, and the separate existence of the Merging Company shall cease on the effective date of this Agreement.

(Attach additional sheet if necessary)

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:

Since all of the ownership interests of the Merging Company are curently owned by the same
Members and in the same proportion as the ownership interests of the parent company
that owns the Surviving Company, no additional ownership interests need be issued by the
Surviving Company to reflect the ownership interests of the Members after the effective
date. Any certificates representing the ownership interests of the Merging Company shall be
surrendered and canceled on the effective date. The then outstanding ownership interests
of the Surviving Company shall be unaffected by the merger and shall continue to constitute
the outstanding ownership interests in the Surviving Company.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

Same as above.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Scott G. Kelby, 333 E. Douglas Road, Oldsmar, Florida 34677

Kalebra L. Kelby, 333 E. Douglas Road, Oldsmar, Florida 34677

Jean Kendra, 333 E. Douglas Road, Oldsmar, Florida 34677

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

