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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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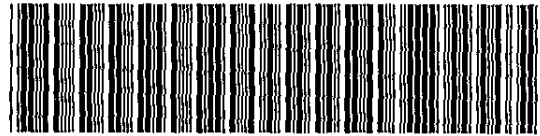
(Business Entity Name)

(Document Number)

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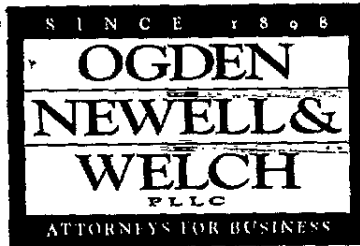
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TALLAHASSEE, FLORIDA

mc 5/27



1700 PNC PLAZA
500 WEST JEFFERSON STREET
LOUISVILLE, KENTUCKY 40202-2874
(502) 582-1601
FAX (502) 581-9564
www.ogdenlaw.com

TENNIA Y. HILL
PARALEGAL

EFFECTIVE DATE
5-20-05

DIRECT DIAL 502-560-4207
DIRECT FAX 502-627-8707

thill@ogdenlaw.com

May 18, 2005

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Gray's College Bookstore at USF, LLC
Our File No.: 33241/1

Dear Sir or Madam:

Enclosed please find an original and two photocopies of the Articles of Merger of Gray's College Bookstore at USF I, LLC, a Kentucky limited liability company into Gray's College Bookstore at USF, LLC, a Florida limited liability company, along with the Agreement and Plan of Merger. Also, enclosed please find two checks totaling \$50.00, representing the filing fee.

Please file the document and return a file stamped copy to me in the enclosed self addressed envelope. If you have any questions regarding this matter, please contact me immediately at (502) 560-4207.

Sincerely,

Tennia Y. Hill
Paralegal

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TALLAHASSEE, FLORIDA

Enclosure
cc: Laura H. Pulliam

**ARTICLES OF MERGER
OF
GRAY'S COLLEGE BOOKSTORE AT USF I, LLC
INTO
GRAY'S COLLEGE BOOKSTORE AT USF, LLC**

EFFECTIVE DATE
5-20-05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To the Secretary of State of the Commonwealth of Kentucky and the Secretary of State of the State of Florida:

Pursuant to the provisions of Sections 275.345 *et seq.* of the Kentucky Limited Liability Company Act and Sections 608.438 *et seq.* of the Florida Limited Liability Company Act, the undersigned entities have adopted these Articles of Merger as follows:

1. The constituent business entities which are to merge are:
 - (a) Gray's College Bookstore at USF I, LLC, a Kentucky limited liability company ("KYLLC"), and
 - (b) Gray's College Bookstore at USF, LLC, a Florida limited liability company ("FLLC").
2. The Plan of Merger is as follows:
 - (a) The constituent business entities that are parties to the merger are KYLLC and FLLC. The name of the surviving business entity is "Gray's College Bookstore at USF, LLC."
 - (b) Limited liability is retained by the surviving business entity.
 - (c) The manner and basis of converting the interests of KYLLC and the interests of FLLC are as follows:
 - (i) Each membership interest unit in KYLLC which is issued and outstanding immediately before the merger, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one membership interest unit in FLLC; and
 - (ii) Each unit of membership interest in FLLC outstanding immediately before the merger, shall, by virtue of the merger and as of the effective date of the merger, cease to exist.
 - (d) The Articles of Organization of FLLC, as in effect on the effective date of the merger, shall continue in full force and effect as the Articles of Organization of the surviving entity, FLLC, and shall not be changed or amended by the merger.

- (e) FLLLC reserves the right and power, after the effective date of the merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred on officers, managers or members herein are subject to this reservation.
- (f) The Operating Agreement of FLLLC, as such Operating Agreement exists on the effective date of the merger, shall remain and be the Operating Agreement of the surviving entity, FLLLC, until altered, amended, or repealed, or until a new Operating Agreement shall be adopted in accordance with the provisions thereof, the Articles of Organization and applicable law.
- (g) On the effective date of the merger, the separate existence of KYLLC shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be vested in FLLLC, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by FLLLC to evidence such vesting of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of KYLLC by the last acting officers thereof, or by the corresponding officers or members of FLLLC.
- (h) The effective time and date of the merger shall be the time and date set forth in paragraph 7 hereof.
- (i) The manager of FLLLC is James M. Gray, 2836 East Fletcher Avenue, Tampa, Florida 33612.
3. The surviving business entity is Gray's College Bookstore at USF, LLC.
4. The Agreement and Plan of Merger attached hereto was duly authorized and approved by each constituent business entity in accordance with the laws applicable to such business entity.
5. FLLLC:
- (a) Agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of KYLLC, as well as for enforcement of any obligation of FLLLC arising from this merger; and
- (b) Appoints the Secretary of State of the Commonwealth of Kentucky as its agent for service of process in any proceeding described in 5(a) above, and advises the Secretary of State that any such process may be mailed to it at:

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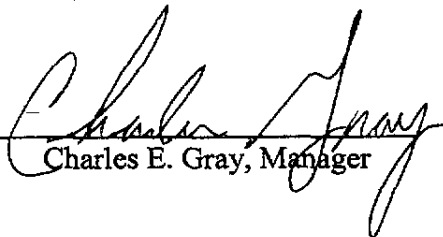
ON&W Services Company, LLC
1700 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202

6. The representatives of KYLLC and FLLLC have been authorized to execute these Articles of Merger.

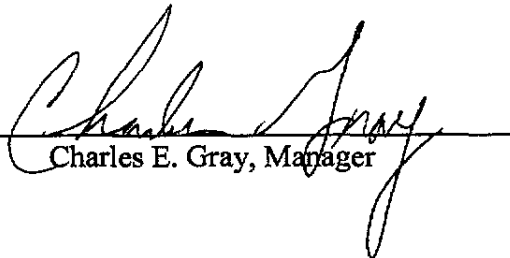
7. The effective date and time of this merger shall be 12:01 a.m. on May 20, 2005.

IN WITNESS WHEREOF, these Articles of Merger are executed by each constituent business entity.

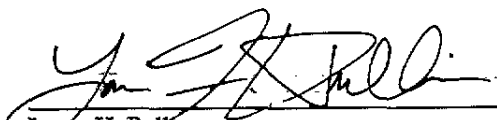
GRAY'S COLLEGE BOOKSTORE
AT USF I, LLC

By: 
Charles E. Gray, Manager

GRAY'S COLLEGE BOOKSTORE
AT USF, LLC

By: 
Charles E. Gray, Manager

Prepared by:


Laura H. Pulliam
OGDEN NEWELL & WELCH PLLC
1700 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202
(502) 582-1601

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**AGREEMENT AND PLAN OF MERGER
BETWEEN
GRAY'S COLLEGE BOOKSTORE AT USF I, LLC
AND
GRAY'S COLLEGE BOOKSTORE AT USF, LLC**

Gray's College Bookstore at USF I, LLC and Gray's College Bookstore at USF, LLC, in accordance with the Kentucky Limited Liability Company Act and the Florida Limited Liability Company Act, hereby adopt this Agreement and Plan of Merger (this "Agreement"), as follows:

ARTICLE I

The parties hereby agree to effect a merger by and between Gray's College Bookstore at USF I, LLC, a Kentucky limited liability company ("KYLLC") and Gray's College Bookstore at USF, LLC, a Florida limited liability company ("FLLLC"). The merger is for the purpose of changing the form of KYLLC from a Kentucky limited liability company to a Florida limited liability company.

ARTICLE II

The entity to survive the merger is FLLLC.

ARTICLE III

The Plan of Merger is as follows:

- (a) The constituent business entities that are parties to the merger are KYLLC and FLLLC. The name of the surviving business entity is "Gray's College Bookstore at USF, LLC."
- (b) Limited liability is retained by the surviving business entity.
- (c) The manner and basis of converting the interests of KYLLC and of FLLLC are as follows:

Each membership interest unit in KYLLC which is issued and outstanding immediately before the merger, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one membership interest unit in FLLLC;

Each unit of membership interest in FLLLC outstanding immediately before the merger, shall, by virtue of the merger and as of the effective date of the merger, cease to exist.

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- (d) The Articles of Organization of FLLLC, as in effect on the effective date of the merger, shall continue in full force and effect as the Articles of Organization of the surviving entity, FLLLC, and shall not be changed or amended by the merger.
- (e) FLLLC reserves the right and power, after the effective date of the merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred on officers, managers or members herein are subject to this reservation.
- (f) The Operating Agreement of FLLLC, as such Operating Agreement exists on the effective date of the merger, shall remain and be the Operating Agreement of the surviving entity, FLLLC, until altered, amended, or repealed, or until a new Operating Agreement shall be adopted in accordance with the provisions thereof, the Articles of Organization and applicable law.
- (g) On the effective date of the merger, the separate existence of KYLLC shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be vested in FLLLC, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by FLLLC to evidence such vesting of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of KYLLC by the last acting officers thereof, or by the corresponding officers or members of FLLLC.
- (h) The effective time and date of the merger shall be 12:01 a.m. on May 20, 2005.

ARTICLE IV

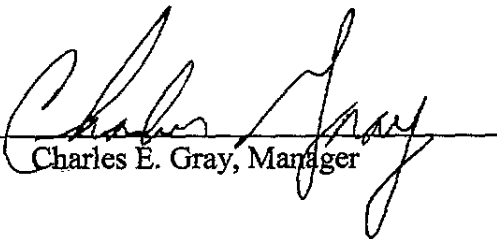
4.1 This Agreement was duly approved by the members of KYLLC on May 19, 2005, in the manner and by the vote required by the laws of the Commonwealth of Kentucky.

4.2 This Agreement was duly approved by the members of FLLLC on May 17, 2005 in the manner and by the vote required by the laws of the State of Florida.

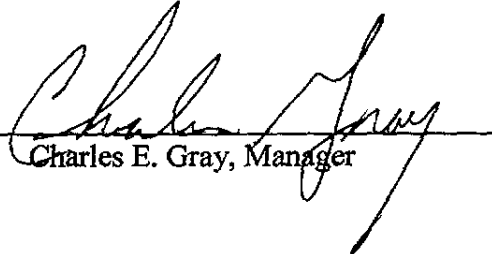
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by Gray's College Bookstore at USF I, LLC and Gray's College Bookstore at USF, LLC, as of May 19, 2005.

GRAY'S COLLEGE BOOKSTORE
AT USF I, LLC

By: 
Charles E. Gray, Manager

GRAY'S COLLEGE BOOKSTORE
AT USF, LLC

By: 
Charles E. Gray, Manager

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