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(Requestor's Name)

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(City/State/Zip/Phone #)

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*Morgan*  
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**GASSMAN, BATES & ASSOCIATES, P.A.**  
ATTORNEYS AT LAW

ALAN S. GASSMAN\*\*  
LONDON L. BATES\*\*  
DREW LaGRANDE\*\*\*

1245 COURT STREET  
SUITE 102  
CLEARWATER, FLORIDA 33756  
TELEPHONE: (727) 442-1200  
FAX: (727) 443-5829

\* LL.M. IN TAXATION  
+ BOARD CERTIFIED LAWYER IN  
WILLS, TRUSTS AND ESTATES  
\*\*CERTIFIED PUBLIC ACCOUNTANT  
\*\*\*LL.M. IN ESTATE PLANNING

THE INFORMATION CONTAINED IN THIS TRANSMISSION MAY BE ATTORNEY  
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November 3, 2005  
VIA FACSIMILE TRANSMISSION  
850-245-6030

Buck Kohr  
Department of State, Division of Corporations  
P.O. Box 6127  
Tallahassee, FL 32314

Re: **KW CORPORATE DEVELOPMENT, INC.**

Dear Buck:

Thanks for all of your help with respect to the merger correction.

Attached please find a copy of the Order Approving Reformation of Plan of Merger and  
Articles of Merger, signed by Judge Nelly N. Khouzam on November 1, 2005.

Can you please forward the Judge's Order to Brenda Tadlock, Karon Beyer, or whomever  
will be handling this merger correction?

Once again, thank you for your assistance, and please contact me if further information is  
needed.

Best personal regards,



Alan S. Gassman

ASG:tja  
Enclosure

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6389.1

Let's merge  
11/4

**GASSMAN, BATES & ASSOCIATES. P.A.**

**ATTORNEYS AT LAW**

ALAN S. GASSMAN\*+  
LONDON L. BATES\*\*  
DREW LaGRANDE\*\*\*

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November 4, 2005

**VIA FACSIMILE TRANSMISSION**

850-245-6030

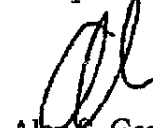
Brenda Tadlock  
Department of State, Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Brenda:

Pursuant your request, attached please find the Articles of Merger and Plan of Merger with  
respect to the KW CORPORATE DEVELOPMENT, INC. and ELEMENTS TECHNIQUES, L.L.C.

Please contact me if I can be of further assistance in this matter.

Best personal regards,



Alan S. Gassman

ASG:tja  
Enclosure

IN THE CIRCUIT COURT FOR PINELLAS COUNTY,  
FLORIDA CIVIL DIVISION

IN RE:

KW CORPORATE  
DEVELOPMENT, INC.,  
A FLORIDA CORPORATION

File No.  
05-7173-CI-20  
Division:

ORDER APPROVING REFORMATION OF PLAN OF  
MERGER AND ARTICLES OF MERGER

ON THE PETITION of the KW CORPORATE DEVELOPMENT, INC., by and through its attorney, for an Order Approving Reformation of Plan of Merger and Articles of Merger, this Court finds that all interested parties have been served or have waived proper notice; that the material allegations of the Petition are true; that the merger of KW COMPUTER TRAINING, INC. into ELEMENTS TECHNIQUES, L.L.C. was the result of a scrivener's error, contravening the intention of the parties to the above styled action; and that KW CORPORATE DEVELOPMENT, INC. should have been merged into ELEMENTS TECHNIQUES, L.L.C. as of July 5, 2005; it is therefore

**ADJUDGED AND ORDERED** as follows:

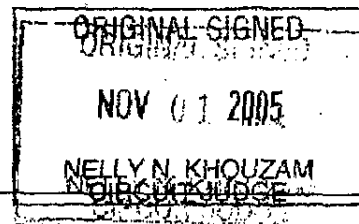
1. The Florida Secretary of State shall accept as already filed a reformed Articles of Merger (Exhibit "C" of the Petition for Reformation of Plan of Merger and Articles of Merger Due to Scrivener's Error) in lieu of the Articles of Merger filed on July 5, 2005, and for all purposes consider the merger of KW CORPORATE DEVELOPMENT, INC. into ELEMENTS TECHNIQUES, L.L.C. to have been effective July 5, 2005, reflecting the true intentions of the parties; and

B. The erroneous Plan of Merger shall be reformed to reflect the true intentions of the parties by removing therefrom "KW COMPUTER TRAINING, INC." and inserting "KW CORPORATE DEVELOPMENT, INC." in lieu thereof.

C. The Florida Secretary of state shall no longer consider KW COMPUTER TRAINING, INC. as having been merged into ELEMENTS TECHNIQUES, L.L.C.; and

D. KW COMPUTER TRAINING, INC. shall maintain a separate existence as if it had never been a party to the merger with ELEMENTS TECHNIQUES, L.L.C.

ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2005.



Circuit Court Judge

Audit Fax #: H05-162857**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.432, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
KW CORPORATE DEVELOPMENT, INC. 333 E. Douglas Road Oldsmar, FL 34677	Florida	Corporation

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

<u>Florida Document/Registration No.:</u>	<u>FEI Number:</u>
P03000014325	861051813

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ELEMENTS TECHNIQUES, L.L.C. 333 E. Douglas Road Oldsmar, FL 34677	Florida	Limited Liability Company

<u>Florida Document/Registration No.:</u>	<u>FEI Number:</u>
L05000012274	06-1741679

**ARTICLES OF MERGER**

PAGE 1

Alan S. Gassman, Esquire  
1245 Court Street, Suite 102  
Clearwater, FL 33756  
(727) 442-1200  
Florida Bar #: 371750  
Audit Fax #: \_\_\_\_\_

Audit Fax #: 105-162857

THIRD: The attached Plan and Agreement of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, Partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan and Agreement of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a General Partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 608.4384, Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership for the regulations were articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall be effective as of July 1, 2005 for accounting purposes.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

NOV. 4. 2005 3:48PM

GASSMAN, BATES&ASSOC.

NO. 6210 P. 5

Audit Fax #: 1105-162857

**KW CORPORATE DEVELOPMENT, INC.**

By: 

ALAN S. GASSMAN

Its: Assistant Vice President

**ELEMENTS TECHNIQUES, L.L.C.**

By: 

ALAN S. GASSMAN

Its: Authorized Representative

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Audit Fax #: H05-162857**PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Florida Statutes Section(s) 607.1107, 617.1103, 608.431, and/or 620.202, is being submitted in accordance with Florida Statutes Section(s) 607.1107, 617.1103, 608.431, and/or 620.202.

FIRST: The exact name and jurisdiction of the merging party ("Merging Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
KW CORPORATE DEVELOPMENT, INC.	Florida

SECOND: The exact name and jurisdiction of the surviving party ("Surviving Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
ELEMENTS TECHNIQUES, L.L.C.	Florida

05 JUL -5 PM 4:47  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

1. The Merging Entity shall be merged into the Surviving Entity.
2. The outstanding shares of Merging Entity shall be canceled without consideration.
3. The outstanding membership interests of Surviving Entity shall remain outstanding and are not affected by the merger.
4. Merging Entity shall from time to time, as and when requested by Surviving Entity, execute and deliver all such documents and instruments and take such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and effective date of the merger shall be July 1, 2005 for accounting purposes.

**PLAN OF MERGER****PAGE 1**

Alan S. Gassman, Esquire  
1245 Court Street, Suite 102  
Clearwater, FL 33756  
(727) 442-1200  
Florida Bar #: 371750  
Audit Fax #: \_\_\_\_\_

Audit Fax #: H05-162857

## FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merge party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

N/A

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

N/A

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the General Partner(s) are as follows (note: if the General Partner is not an individual, insert Florida Document/Registration Number):

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the names and addresses of the managers are as follows:

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

Kalebra Kelby  
333 E. Douglas Road  
Oldsmar, FL 34677

PLAN OF MERGER

PAGE 2

Alan S. Gassman, Esquire  
1245 Court Street, Suite 102  
Clearwater, FL 33756  
(727) 442-1200  
Florida Bar #: 371750  
Audit Fax #: \_\_\_\_\_

Audit Fax #: H05-162857

James Workman  
333 E. Douglas Road  
Oldsmar, FL 34677

Jean A. Kendra Workman  
333 E. Douglas Road  
Oldsmar, FL 34677

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each non-Florida business entity that is a party to the merger is formed, organized, were incorporated are as follows:

N/A

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger, effective the 1<sup>st</sup> day of July, 2005.

KW CORPORATE DEVELOPMENT,  
INC.

By:   
ALAN S. GASSMAN

Its: Assistant Vice President

ELEMENTS TECHNIQUES, L.L.C.

By:   
ALAN S. GASSMAN

Its: Authorized Representative

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:cmt\*ja 10/17/05

PLAN OF MERGER

PAGE 3

Alan S. Gassman, Esquire  
1245 Court Street, Suite 102  
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(727) 442-1200  
Florida Bar #: 371750  
Audit Fax #: \_\_\_\_\_