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TALLAHASSEE, FLORIDA

B. KOHR

DEC 29 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 233894 8649A  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 50.00

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ORDER DATE : December 28, 2009

ORDER TIME : 4:08 PM

ORDER NO. : 233894-005

CUSTOMER NO: 8649A

EFFECTIVE DATE 1/1/2010

ARTICLES OF MERGER

SB EDUCATION, LLC

INTO

FB SCHOOL HOLDINGS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: \_\_\_\_\_

EFFECTIVE DATE 1/1/2010

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### ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4381, Florida Statutes.

1. 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>
SB Education, LLC 200 Longwood Lake Mary Rd. Lake Mary, FL 32746	Florida	Limited Liability Co.

Florida Document/Reg. #: L06000095946 FEIN #: 20-5703721

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FB School Holdings, LLC 200 Longwood Lake Mary Rd. Lake Mary, FL 32746	Florida	Limited Liability Co.

Florida Document/Reg. #: L06000095942 FEIN #: 20-5703810

2. The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FB School Holdings, LLC 200 Longwood Lake Mary Rd. Lake Mary, FL 32746	Florida	Limited Liability Co.

Florida Document/Reg. #: L06000095942 FEIN #: 20-5703810

3. The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

4. The surviving entity has obtained the written consent of all members pursuant to 608.4381, Florida Statutes.


5. The merger is not prohibited by the agreement of any regulations or articles of organization of any limited liability company that is a party to the merger.

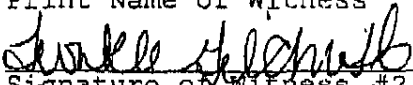
6. The merger shall become effective as of **January 1, 2010** are filed with the Florida Department of State.

7. The Articles of Merger comply and were executed in accordance with the laws of Florida.

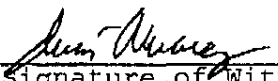
**IN WITNESS WHEREOF**, the parties or their duly authorized representatives hereto have executed this Agreement the day and year written below.

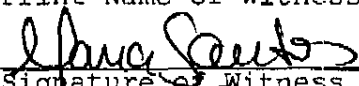
Signed, sealed and delivered  
in the presence of:

  
\_\_\_\_\_  
Signature of Witness #1  
Sasha Vacrin  
\_\_\_\_\_  
Print Name of Witness

\_\_\_\_\_  
Signature of Witness  
\_\_\_\_\_  
Print Name of Witness  
  
\_\_\_\_\_  
Signature of Witness #2  
Winkle Gilchrist  
\_\_\_\_\_  
Print Name of Witness

\_\_\_\_\_  
Signature of Witness  
\_\_\_\_\_  
Print Name of Witness

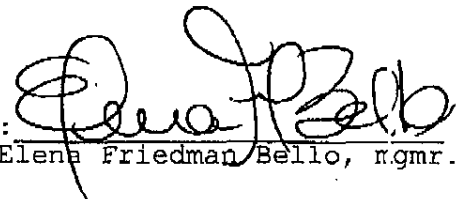
  
\_\_\_\_\_  
Signature of Witness #3  
Evan Alvarez  
\_\_\_\_\_  
Print Name of Witness

\_\_\_\_\_  
Signature of Witness  
\_\_\_\_\_  
Print Name of Witness  
  
\_\_\_\_\_  
Signature of Witness #4  
Maria Santos  
\_\_\_\_\_  
Print Name of Witness

\_\_\_\_\_  
Signature of Witness  
\_\_\_\_\_  
Print Name of Witness

**SB EDUCATION, LLC**

1. By:   
Stuart Friedman, as mgmr.

2. By:   
Elena Friedman Bello, mgmr.

**FB SCHOOL HOLDINGS, LLC.**

3. By:   
Stuart Friedman, as mgmr.

4. By:   
Elena Friedman Bello, mgmr.

**PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 603.4381 Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
SB Education, LLC	Florida

<u>Name</u>	<u>Jurisdiction</u>
FB School Holdings, LLC	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
FB School Holdings, LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows:  
The effective date shall be January 1, 2010.

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

One hundred (100) membership units for one hundred (100) membership units

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

None

FIFTH: A limited liability company is the surviving entity and it is to be managed by its Managing Members. The name and address of each member of the Managing Members is as follows:

Stuart Friedman  
200 Longwood Lake Mary Rd.  
Lake Mary, FL 32746

Elena Friedman Bello  
200 Longwood Lake Mary Rd.  
Lake Mary, FL 32746