

ARTICLES OF MERGER
Merger Sheet

MERGING:

CREATE YOUR OWN PROFIT, INC., A FLORIDA CORPORATION
(P98000090608)

INTO

CREATE YOUR OWN PROFIT LLC, a Florida entity, L990000000

File date: February 2, 1999

Corporate Specialist: Diane Cushing

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES

OF

MERGER

OF

CREATE YOUR OWN PROFIT, INC., P990000 90608
a Florida corporation

WITH AND INTO

CYOP ACQUISITION LLC, L99000 000576
a Florida limited liability company

Pursuant to the Florida Business Corporation Act and the Florida Limited Liability Company Act, CREATE YOUR OWN PROFIT, INC., a Florida corporation (the "Target"), and CYOP ACQUISITION LLC, a Florida limited liability company (the "Company"), hereby certify the following for the purpose of effecting the merger of the Target with and into the Company (the "Merger"):

FIRST: The plan of merger (the "Plan of Merger"), which has been approved and adopted by the Target and its board of directors and shareholders and by the Company and all of its members and a majority of its managers, pursuant to the applicable provisions of Chapters 607 and 608 of the Florida Statutes, is as follows:

(1) At the Effective Time (as hereinafter defined), the Target shall be merged with and into the Company, and the Company shall be the surviving company of the Merger. The Company is hereinafter sometimes referred to as the "Surviving Company."

(2) The terms and conditions of the Merger are as follows:

(A) The Surviving Company shall continue the limited liability company existence of the Company under the laws of the State of Florida, and the Surviving Company shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Company shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by

or against either party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Company may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(B) The name of the surviving company shall be CREATE YOUR OWN PROFIT LLC, effective immediately upon the Effective Time.

(C) The Articles of Organization of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Company until thereafter amended as provided by law, provided that Article I thereof shall be deemed to be amended as follows:

"The name of the limited liability company is CREATE YOUR OWN PROFIT LLC (the "Company")."

(D) The Regulations of the Company, as in effect immediately prior to the Effective Time, shall be the Regulations of the Surviving Company until thereafter amended as provided by law; and the Company shall continue to be managed by its managers, Thomas B. Dyer, III, Philip G. Lynch, II, Kari D. Baker, Chris Huntington, and Gary Pasquinelli, whose addresses are 5850 T.G. Lee Boulevard, Suite 460, Orlando, Florida 32822.

(E) The officers, if any, of the Company immediately prior to the Effective Time shall be the officers of the Surviving Company until their successors are duly elected and qualified.

(3) The manner of converting or exchanging the shares of the Target shall be as follows:

(A) Each share of capital stock of the Target issued and outstanding immediately prior to the Effective Time ("Target Shares") shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist, and consideration shall be given or issued to such holder in exchange therefor in the form of a corresponding interest as a member of the Surviving Company, it being understood that the same persons who are the shareholders of the Target are the members of the Company and that such persons will each own one-third (1/3) of the issued and outstanding shares of capital stock of the Target and a one-third (1/3) interest in the Surviving Company, both before and after the Merger.

(B) At the Effective Time, each certificate previously representing Target Shares shall be canceled and shall be null and void.

(4) The Merger shall become effective (the "Effective Time") upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

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SECOND: Pursuant to the applicable provisions of Chapter 607 of the Florida Statutes, the board of directors of the Target approved the Merger by a unanimous written consent dated as of February 2, 1999.

THIRD: Pursuant to the applicable provisions of Chapter 607 of the Florida Statutes, the shareholders of the Target approved the Merger by a unanimous written consent dated as of February 2, 1999.

FOURTH: Pursuant to the applicable provisions of Chapter 608 of the Florida Statutes, all of the members and a majority of the managers of the Company approved the Merger on behalf of the Company by a written consent dated February 2, 1999.

FIFTH: The Merger is permitted under the Florida Business Corporation Act and the Florida Limited Liability Company Act and is not prohibited by the Articles of Incorporation or Bylaws of the Target or the Articles of Organization or Regulations of the Company.

SIXTH: The Plan of Merger shall be on file at the principal place of business of the Surviving Company.

SEVENTH: The Surviving Company has furnished a copy of the Plan of Merger to the persons who are the shareholders of the Target and the members and managers of the Company.

IN WITNESS WHEREOF, the Target and the Company have caused these Articles of Merger to be executed as of the 2nd day of February, 1999.

CREATE YOUR OWN PROFIT, INC., a
Florida corporation

By: Kari D. Baker

Kari D. Baker, President

CYOP ACQUISITION LLC, a Florida
limited liability company

By: Thomas E. Dyer, III

Thomas E. Dyer, III, Manager