

L99000006224

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

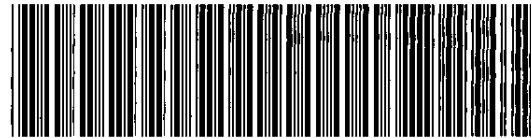
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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11/30/10--01027--003 **50.00

FILED
10 NOV 30 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99-6224

L05-42350

G. MCLEOD

DEC - 1 2010

EXAMINER



sports · entertainment · media

November 29, 2010

Via Federal Express

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Certificate of Merger

Dear Sir or Madam:

Enclosed please find a Certificate of Merger for a Florida limited liability company for filing and a check in the amount of \$50.00 for the fee.

Also enclosed is a self addressed, postage prepaid envelope for a copy of the filing.

Thank you for your assistance. If you have any questions, please feel free to contact me at (216) 436-3175.

Sincerely,

A handwritten signature in black ink that reads 'Karen Blanchard'. The signature is fluid and cursive, with the first letters of each word being capitalized and prominent.

Karen Blanchard
Administrative Assistant

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: International Center For Excellence in Education, L.L.C.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Karen Blanchard

Contact Person

IMG Worldwide, Inc.

Firm/Company

1360 E. 9th Street, Suite 100

Address

Cleveland, Ohio 44114

City, State and Zip Code

lorraine.summers@imgworld.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karen-Blancahrd

Name of Contact Person

at (216)

436-3175

Area Code and Daytime Telephone Number

☐

Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
INTERNATIONAL CENTER FOR EXCELLENCE IN EDUCATION, L.L.C.	FL	LLC
ELEMENTARY SCHOOL L.L.C.	FL	LLC

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>
INTERNATIONAL CENTER FOR EXCELLENCE IN EDUCATION, L.L.C.	FL	LLC

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.

FILED
10 NOV 30 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

12/31/2010

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:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

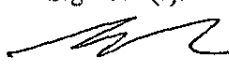
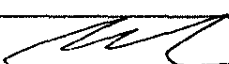
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
INTERNATIONAL CENTER FOR EXCELLENCE IN EDUCATION, L.L.C.		SAMUEL R. ZUSSMAN
ELEMENTARY SCHOOL, L.L.C.		SAMUEL R. ZUSSMAN

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

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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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>
INTERNATIONAL CENTER FOR EXCELLENCE IN EDUCATION, L.L.C.	FL	LLC
ELEMENTARY SCHOOL L.L.C.	FL	LLC

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>
INTERNATIONAL CENTER FOR EXCELLENCE IN EDUCATION, L.L.C.	FL	LLC

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

ELEMENTARY SCHOOL L.L.C. WILL NO LONGER EXIST AFTER THE MERGER.
ALL OF ITS ASSETS AND LIABILITIES WILL BE ASSUMED BY THE SURVIVING
ENTITY, THE INTERNATIONAL CENTER FOR EXCELLENCE IN EDUCATION, L.L.C.

(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:

ACTION BY WRITTEN CONSENT WITHOUT A MEETING OF ALL THE MANAGERS AND
MEMBERS OF EACH PARTY.

(Attach additional sheet if necessary)

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

ACTION BY WRITTEN CONSENT WITHOUT A MEETING OF ALL THE MANAGERS AND
MEMBERS OF EACH PARTY.

(Attach additional sheet if necessary)

FIFTH: 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)

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)