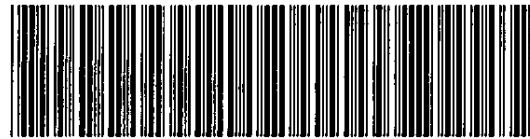


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TALLAHASSEE, FLORIDA

J. SAULSBERRY  
EXAMINER

DEC 16 2011

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(Address)

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December 13, 2011

BY EXPRESS COURIER

State of Florida Secretary of State  
Division of Corporations  
Registration Section  
2661 Executive Center Circle  
Tallahassee, FL 32301


**RE: Bright Horizons Children's Centers LLC/Kidstop at Boynton Beach, Inc.  
Articles of Merger**

Dear Sir or Madam:

Enclosed please find a Certificate of Ownership and Merger merging Kidstop at Boynton Beach, Inc., a Florida Corporation into its parent Bright Horizons Children's Centers LLC, a Delaware Limited Liability Company, and a check in the amount of seventy dollars (\$70.00) to cover the applicable filing fee.

Please contact me at 617-673-8130 if you have any questions regarding this matter.

Sincerely,

  
Nicholas W. Valentine, Esq.  
Legal Counsel

Enclosures

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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Bright Horizons Children's Centers LLC  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Nicholas W. Valentine  
Contact Person  
Bright Horizons Children's Centers, LLC  
Firm/Company  
200 Talcott Avenue South  
Address  
Watertown, MA 02472  
City, State and Zip Code  
nvalentine@brighthouse.com  
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Nicholas W. Valentine at (617) 673-8130  
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**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

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
Kidstop at Boynton Beach, Inc	Florida	Profit Corporation
	P93000014527	

**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>
Bright Horizons Childrens Centers LLC	Delaware	Limited Liability Company
		MD8000004067

**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.

**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:

Effective upon filing

**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:

2711 Centerville Road, Suite 400

Wilmington, DE 19808

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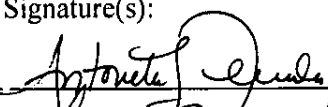
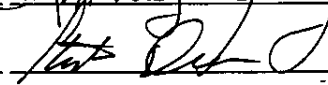
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Kidstop at Boynton Beach, Inc.		Antonette S. Fernandez
Bright Horizons Children's Centers LLC		Stephen I. Dreier

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

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

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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>
Kidstop at Boynton Beach, Inc.	Florida	Profit Corporation

**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>
Bright Horizons Children's Centers LLC	Delaware	Limited Liability Company

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

See Attached Plan of Merger

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(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:

See Attached Plan of Merger

*(Attach additional sheet if necessary)*

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

See Attached Plan of Merger

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*(Attach additional sheet if necessary)*



**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

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(Attach additional sheet if necessary)

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Stephen Dreier - 200 Talcott Avenue South, Watertown, MA 02472  
David Lissy - 200 Talcott Avenue South, Watertown, MA 02472  
Mary Ann Tocio - 200 Talcott Avenue South, Watertown, MA 02472

(Attach additional sheet if necessary)

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See Attached Plan of Merger

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

See Attached Plan of Merger

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*(Attach additional sheet if necessary)*

**AGREEMENT AND PLAN OF MERGER BY AND BETWEEN  
BRIGHT HORIZONS CHILDREN'S CENTERS LLC  
AND  
KIDSTOP AT BOYNTON BEACH, INC.**

This Agreement and Plan of Merger ("the Plan") dated as of December, 2011, is made and entered into by and between Bright Horizons Children's Centers LLC a Delaware Limited Liability Company ("Parent") and Kidstop at Boynton Beach, Inc., a Florida Corporation and wholly owned subsidiary of Parent ("Subsidiary").

WHEREAS pursuant to the terms hereof, the parties hereto wish to provide for the merger of Subsidiary with and into Parent ("the Merger") pursuant to which Parent will be the surviving entity ("Surviving Limited Liability Company") on the terms and conditions herein.

NOW THEREFORE, in consideration of the promises and mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

1. Merger and Effect of Merger

- (a) The name of the Parent Limited Liability Company is Bright Horizons Children's Centers LLC
- (b) The name of the Subsidiary Corporation is Kidstop at Boynton Beach, Inc.
- (c) At the Effective Time, Subsidiary shall be merged with and into Parent and the separate corporate existence of Subsidiary shall thereupon cease. Parent will be the Surviving Limited Liability Company in the Merger, and Parent, with all its purposes, objects, rights privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.
- (d) The Certificate of Formation and Bylaws of Parent as existing and constituted immediately prior to the Effective Time of the Merger shall be and constitute the Certificate of Formation and Bylaws of the Surviving Limited Liability Company.
- (e) The board of directors, and members thereof, and the officers of Parent immediately prior to the Effective Time of the Merger shall be and constitute the board of directors, and members thereof and the officers respectively of the Surviving Limited Liability Company.

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2. Conversion of Shares. At the Effective Time, by virtue of the Merger and without action on the part of any holder of any shares of the capital stock of either Subsidiary or Parent:

(a) All issued and outstanding shares of common stock of Subsidiary that are held by Parent immediately prior to the Effective Time shall be cancelled in consideration of the assumption by the Surviving Limited Liability Company of all the assets and liabilities of Subsidiary.

(b) All of the issued and outstanding shares of the capital stock of Parent as of the Effective Time of the Merger shall continue to represent shares of the Surviving Limited Liability Company and shall be unaffected by the Merger.

3. Tax Treatment. The Merger is intended to be a tax-free liquidation of the Subsidiary pursuant to Sections 332 and 337 of the Internal Revenue Code of 1986, as amended.

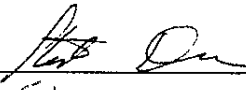
4. Effective Time. The Merger shall be effective upon the filing of the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State "the Effective Time")

*(the remainder of this page is intentionally left blank)*

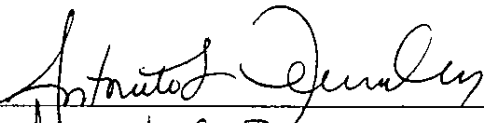
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IN WITNESS WHEREOF, the parties hereto have duly executed this plan as of the date first written above.

BRIGHT HORIZONS CHILDREN'S CENTERS LLC

By:   
Name: Stephen Driscoll  
Title: Manager

KIDSTOP AT BOYNTON BEACH, INC.

By:   
Name: Antonette S. Fernandez  
Title: Secretary

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