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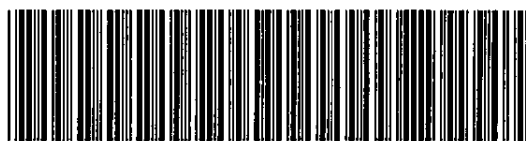
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07 MAY 17 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
of

# MCDERMOTT & THACKER, P.A.

*Attorneys At Law*

791 WEST LUMSDEN ROAD • BRANDON, FLORIDA 33511

MICHAEL J. MCDERMOTT  
RICKY L. THACKER

TELEPHONE (813) 684-3131  
FACSIMILE (813) 654-0052

March 28, 2007

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

**RE: Articles of Merger  
The Merger of Tampa Bay Kids, Inc.  
into/with Child Protection Education  
of America, Inc.  
Our File No.: 07-0056**

To Whom It May Concern:

Enclosed please find the Articles of Merger as referenced above, one (1) extra copy for certification and a check in the amount of \$43.75 which represents the fee for the filing of the Articles of Merger and the cost of a certified copy.

Please return the certified copy of the Articles of Merger and all correspondence concerning this matter in the enclosed envelope to the following:

Michael J. McDermott, Esquire  
McDermott & Thacker, P.A.  
791 W. Lumsden Rd.  
Brandon, FL 33511

Please feel free to call should additional information be required.

Sincerely,

*Michael J. McDermott*

Michael J. McDermott, Esquire

MJM\jwj

cc: Client  
j\data\2007\07-0056\Amend Cvr Ltr

*Dictated by Michael J. McDermott and mailed  
without his review to avoid further delay.*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 10, 2007

Michael J. McDermott, Esq.  
McDermott & Thacker, P.A.  
791 W. Lumsden Rd.  
Brandon, FL 33511

SUBJECT: CHILD PROTECTION EDUCATION OF AMERICA, INC.  
Ref. Number: N01000008199

We have received your document for CHILD PROTECTION EDUCATION OF AMERICA, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

An additional fee of \$35 is due.

There is no period after the word education in the name of the surviving corporation. Please correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 407A00032778

RECEIVED

07 MAY 17 AM 8:00

DIVISION OF CORPORATIONS

**Articles Of Merger**  
**of**  
**TAMPA BAY KIDS, INC.,**  
**a Florida not-for-profit Corporation,**  
**into/with**  
**CHILD PROTECTION EDUCATION OF AMERICA, INC.,**  
**a Florida not-for-profit Corporation,**

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07 MAY 17 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER **TAMPA BAY KIDS, INC., a Florida not-for-profit Corporation** (the terminating not-for-profit corporation) and **CHILD PROTECTION EDUCATION OF AMERICA, INC., a Florida not-for-profit Corporation** (the surviving not-for-profit corporation).

Pursuant to s. 617.1105 of the Florida Not for Profit Corporation Act (the "Act"), **TAMPA BAY KIDS, INC.** and **CHILD PROTECTION EDUCATION OF AMERICA, INC.** adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated March 28, 2007, ("Plan of Merger"), between **TAMPA BAY KIDS, INC.** and **CHILD PROTECTION EDUCATION OF AMERICA, INC.**, was voted on by the members of **TAMPA BAY KIDS, INC.**, on March 8, 2007, and the members of **CHILD PROTECTION EDUCATION OF AMERICA, INC.**, on March 24, 2007, in each case the number of votes cast in favor of the merger was sufficient for approval; **(EITHER / OR)** and the Plan of Merger was adopted by written consent and executed in accordance with Fla. Stat. §617.0701.

2. Pursuant to the Plan of Merger, all issued and outstanding membership certificates of **TAMPA BAY KIDS, INC.'S** membership certificates will be acquired by means of a merger of **TAMPA BAY KIDS, INC.** into **CHILD PROTECTION EDUCATION OF AMERICA, INC.** with **CHILD PROTECTION EDUCATION OF AMERICA, INC.** being the surviving corporation ("Merger").

3. The Plan of Merger entitled "Action by Board of Trustees and Members for Plan of Reorganization and Merger by Written Consent is attached as Exhibit A and incorporated by reference as if fully set forth herein.

4. Pursuant to §617.1105(4) of the Act, the date and time of the effectiveness of the Merger shall be on the date of filing of these Articles of Merger with the Secretary of State of Florida.

5. Director/Member approval to this transaction of both the terminating company and of the surviving company has been acquired.


IN WITNESS WHEREOF, the parties have set their hands this 17 day of April, 2007.

ATTEST:

  
Secretary

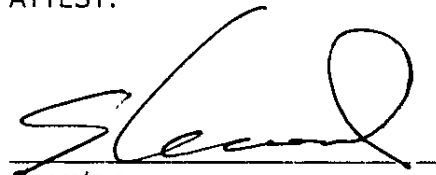
**TAMPA BAY KIDS, INC.**

a Florida not-for-profit corporation

By:   
President

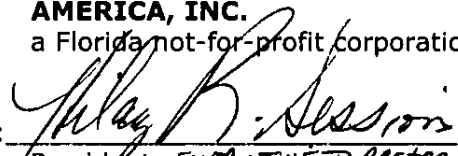
(Corporate Seal)

ATTEST:

  
Secretary

**CHILD PROTECTION EDUCATION OF AMERICA, INC.**

a Florida not-for-profit corporation

By:   
~~President~~ EXECUTIVE DIRECTOR

(Corporate Seal)

# PLAN OF MERGER

March 27, 2007

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Child Protection Education of America, Inc.	Florida

The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Tampa Bay Kids, Inc.	Florida

The terms and conditions of the merger are as follows:

Child Protection Education of America, Inc. will continue the work begun by Tampa Bay Kids, Inc.

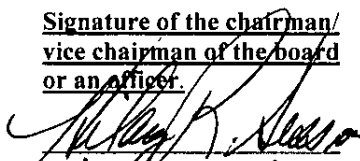
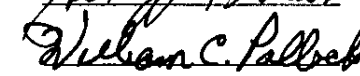
A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

None.

Other provisions relating to the merger are as follows:

Tampa Bay Kids, Inc. will resolve all of its outstanding financial liabilities prior to the merger

## SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Child Protection Education of America, Inc.</u>		<u>Hilary Sessions/Executive Director</u>
<u>Tampa Bay Kid, Inc.</u>		<u>William C. Pollock, Director</u>