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TALLAHASSEE, FLORIDA

T. CLINE

FEB 13 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Magellan Christian Academies, Inc.

(Name of Surviving Party)

Please return all correspondence concerning this matter to:

C. Randolph Coleman

(Contact Person)

The Coleman Law Firm, PLLC

(Firm/Company)

9250 Baymeadows Road, Suite 450

(Address)

Jacksonville, FL 32256

(City, State and Zip Code)

For further information concerning this matter, please call:

C Randolph Coleman

(Name of Contact Person)

at (904) 448-1969

(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

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TALLAHASSEE, FLORIDA

**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>
Magellan Educational Services, Inc.	Florida	For Profit Corporation
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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>
Magellan Christian Academies, Inc.	Florida	Not for Profit Corporation

MO8-10243

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:

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:

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.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Magellan Christian Academies, Inc.		Thomas A. Blicht
Magellan Educational Services, Inc.		Thomas A. Blicht
_____	_____	_____
_____	_____	_____

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>
Magellan Educational Services, Inc.	Florida	For 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>
Magellan Christian Academies, Inc.	Florida	Not for Profit Corporation

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

Upon the effective date, all assets and liabilities of the merging corporation shall be transferred to and assumed by the surviving corporation, and all shares of the common stock or other securities of the merging party shall be deemed to have been liquidated and extinguished. On the effective date, the separate existence of the merging corporation shall cease, and the surviving corporation shall be fully vested in the merging corporation's rights, privileges, immunities, powers, and franchises, subject to the restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Florida Statutes, Chapter 617. If at any time after the effective date the surviving corporation shall determine any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this plan, the appropriate officers of the surviving corporation or merging corporation, as the case may be, shall execute and deliver, on the request of the surviving corporation, any and all such proper documentation, or performs any other acts necessary or proper to otherwise carry out the provisions of this plan.

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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:

The interests, shares, obligations or other securities of the
merging corporation will be deemed to be liquidated and
extinguished upon the effective date of the merger, the merging
party shall transfer all assets, rights and obligations of the
merging party to the surviving corporations, and the surviving
corporation shall assume all of the indebtedness and other
obligations of the merging party, as well as receiving the transfer
of all assets and rights of the merging party.

(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:

Not Applicable.

(Attach additional sheet if necessary)

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

Not Applicable

(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:

Not Applicable

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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