N94000003396

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SECKETARY OF STATE

Merger Neurs 3-11-10

COVER LETTER

TO:	Amendment Section	
	Division of Corporations	
SUBJ	JECT: Lawrence Right Pro Training	
		(Name of Surviving Corporation)
The e	enclosed Articles of Merger and fee are	submitted for filing.
Please	e return all correspondence concerning	this matter to following:
Jenny	y Spencer, CPA	
_	(Contact Person)	
The S	Spencer Firm, LLC	
	(Firm/Company)	
P. 0	. Box 9548	
	(Address)	
Dayte	ona Beach, FL 32120	
	(City/State and Zip Code)	
For fi	urther information concerning this matt	er, please call:
Jenn	y Spencer, CPA	At (954) <u>854-9652</u>
	(Name of Contact Person)	(Area Code & Daytime Telephone Number)
\checkmark	Certified copy (optional) \$8.75 (Please s	end an additional copy of your document if a certified copy is requested)
	STREET ADDRESS:	MAILING ADDRESS:
	Amendment Section	Amendment Section
	Division of Corporations	Division of Corporations
	Clifton Building	P.O. Box 6327
	2661 Executive Center Circle	Tallahassee, Florida 32314

Tallahassee, Florida 32301



February 24, 2010

Florida Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: 1. Merge Right Trak, Inc. and Lawrence Wright Pro Training Academy, Inc.

2. Amended Articles of Incorporation

To Whom it May Concern:

Enclosed please find the following both for filing, effective as of January 2, 2010:

- 1. Articles of Merger, together with attached Plan of Merger; and a check in the amount of \$78.75 in payment of the filing fee (\$70) and the fee for one certified copy (\$8.75)
- 2. Amended Articles of Incorporation; and a check in the amount of \$43.75 in payment of the filing fee (\$35) and the fee for once certified copy (\$8.75).

Please provide the requested certified copies of the Articles of Merger and the Amended Articles at your earliest convenience. Thank you.

Sincerely,

Lawrence D. Wright, III

President

LDW/js Enclosures



ARTICLES OF MERGER
(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation

Act pursuant to section 617.1105, Florida Statutes.

<u>Name</u>	<u>Jurisdiction</u>	Document Number (If known/applicate)
Right Trak, Inc.	Florida	N94000003396
Second: The name and jurisdiction of e	ach merging corporation	<i>.</i> :
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
Right Trak, Inc.	Florida	N9400003396
Lawrence Wright Pro Training Academy, Inc.	Florida	N08000008780
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effect Department of State	tive on the date the Articl	es of Merger are filed with the Floric
OR January 2, 2010 (Enter a special policy) (E	cific date. NOTE: An effective	ve date cannot be prior to the date of filing o

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION (COMPLETE ONLY ONE SECTION)

<u>SECTION I</u>
The plan of merger was adopted by the members of the surviving corporation on
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: FOR AGAINST
SECTION II (CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.
SECTION III There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on January 2, 2010. The number of directors in office was 1. The vote for the plan was as follows: 1. FOR 0. AGAINST
Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s) (COMPLETE ONLY ONE SECTION)
SECTION I
The plan of merger was adopted by the members of the merging corporation(s) on
. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: FOR AGAINST
SECTION II (CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.
SECTION III There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on January '2, 2010. The number of directors in office was 1. The vote for the plan was as follows: 1. FOR 0. AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of the chairman/ vice chairman of the board or an officer.	Typed or Printed Name of Individual & Title
Right Trak, Inc.		Lawrence D. Wright, III
Lawrence Wright Pro Training Academy, Inc.		Lawrence D. Wright, III

PLAN OF MERGER

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 <u>surviving</u> corporation:	
Name	Jurisdiction
Lawrence Wright Pro Training Academy, Inc.	Florida
The name and jurisdiction of each <u>merging</u> corporation:	
Name	Jurisdiction
Right Trak, Inc.	Florida
Lawrence Wright Pro Training Academy, Inc.	Florida

The terms and conditions of the merger are as follows:

Lawrence Right Pro Training Academy, Inc. and Right Trak, Inc. are merging. The surviving entity is Right Trak, Inc. Subsequent to the merger Right Trak, Inc. will change its name to Lawrence Wright Pro Training Academy, Inc.

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

The corporate purpose and mission of Right Trak, Inc. and Lawrence Wright Pro Training Academy, Inc. is to do any any lawful business in the State of Florida and to develop and train professionals in every industry in cities, counties, states and countries throughout the world. In addition, the mission of the merged entities is to develop the entire person in industry, life skills and community service.

Other provisions relating to the merger are as follows:

None

PLAN OF MERGER

On January 2, 2010 (the "Effective Date"), **Right Trak, Inc.**, a Florida not-for-profit corporation (the "Surviving Corporation"), whose address is 4055 N.W. 183rd Street, Miami, Florida 33055, and **Lawrence Wright Pro Training Academy, Inc.**, a Florida not-for-profit corporation (the "Merging Corporation") (the surviving Corporation and the Merging Corporation are sometimes collectively referred to herein as the "Parties"), whose mailing address is P.O. Box 9548 Daytona Beach, FL 33120, enter into this **PLAN OF MERGER** (the "Plan of Merger").

RECITALS

- A. The Board of directors of the Surviving Corporation (the "SC Board") and the board of directors of the Merging Corporation (the "MC Board") have determined that the proposed transaction (the "Merger") is advisable and for the general welfare and advantage of the respective Parties; and
- **B.** The SC Board and the MC Board have adopted a resolution approving this Plan of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth in this Plan of Merger, the parties agree as follows:

- 1. **Incorporation of Recitals**. The foregoing Recitals are true and correct and are incorporated herein by this reference.
- 2. Closing. The closing ("Closing"), of this Plan of Merger took place at the office of the Surviving Corporation on January 2, 2010 (the "Closing Date").
- 3. Merger of Corporations. At the Closing, the Merging Corporation shall merge into the Surviving Corporation, and the corporate existence of the Merging Corporation shall cease and the corporate existence of the Surviving Corporation shall continue. The name of the Surviving Corporation shall be revised. The revised name of the Surviving Corporation shall become Lawrence Wright Pro Training Academy, Inc. The Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the Merging Corporation.
- 4. Filing of Plan of Merger. At or before the Closing, the Surviving Corporation shall cause Articles of Merger and this Plan of Merger to be filed with the Secretary of State of the State of Florida.
- 5. **Principal Office of Surviving Corporation.** Upon the Closing, the mailing address of the Surviving Corporation shall be as follows: P.O. Box 9548, Daytona Beach, FL 32120.

- 6. Registered Agent and Registered Office of the Surviving Corporation. Upon the Closing, the registered agent of the Surviving Corporation shall remain Christopher N. Bellows and the registered office of the Surviving Corporation shall be 701 Brickell Avenue, Miami, FL 33131-3209.
- 7. Articles of Incorporation of the Surviving Corporation. Upon the Closing, the Articles of Incorporation of the Surviving Corporation shall be amended to reflect the revised name "Lawrence Wright Pro Training Academy, Inc."
- 8. **Director of the Surviving Corporation**. Upon the Closing, the Director of the Surviving Corporation shall be Lawrence D. Wright, III.
- 9. Members of the Surviving Corporation. Upon the Closing, the Director shall be the sole members of the Surviving Corporation.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the Effective Date.

SURVIVING CORPORATION:

Right Trak, Inc. renamed
Lawrence Wright Pro Training Academy, Inc
A Florida corporation
ву:
Print Name: <u>Lawrence D. Wright, III</u>
Title: CEO
MERGING CORPORATION:
Lawrence Wright Pro Training Academy, Inc.
A Florida corporanion
ву:
Print Name: Lawrence D. Wright, III
Title: CFO

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