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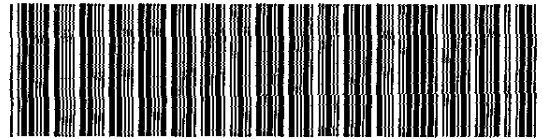
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DIVISION OF CORPORATIONS

*DR
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger (S)

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

PLAN AND AGREEMENT OF MERGER AND ARTICLES OF MERGER

between

INROADS/South Florida, Inc.

and

INROADS/Central Florida, Inc.

(whose name is hereby changed to INROADS Florida Region, Inc.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Plan and Agreement of Merger, is made and entered into this 30 day of January 2006, by and between INROADS/South Florida, Inc., a Florida not-for-profit corporation, and INROADS/Central Florida, Inc., a Florida not-for-profit corporation, said corporations being hereinafter sometimes referred to jointly as the "constituent corporations."

WITNESSETH:

WHEREAS, the board of directors of each of the constituent corporations deems it advisable that INROADS/South Florida, Inc. be merged with and into INROADS/Central Florida, Inc., on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the Florida Not For Profit Corporation Act.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and conditions hereinafter set forth, INROADS/South Florida, Inc., and INROADS/Central Florida, Inc., hereby agree as follows:

ARTICLE I
SURVIVING CORPORATION

In accordance with the provisions of the Florida Not For Profit Corporation Act by INROADS/South Florida, Inc., merging with and into INROADS/Central Florida, Inc., which shall be the surviving corporation of the merger as provided below.

ARTICLE II
CHANGE OF NAME OF SURVIVING CORPORATION

Simultaneously with the merger, the name of INROADS/Central Florida, Inc., shall be changed to INROADS Florida Region, Inc., the surviving corporation.

ARTICLE III
EFFECT OF MERGER

Upon the merger's becoming effective: (1) the constituent corporations shall be a single corporation and the name of INROADS/Central Florida, Inc., shall be changed to INROADS Florida Region, Inc.; (2) the separate existence of INROADS/South Florida, Inc. shall cease, except to the extent provided for by the laws of the State of Florida in the case of a corporation after its merger into another corporation; (3) the surviving corporation shall thereupon possess all the rights, privileges, immunities, and franchises of each of the constituent corporations, and all property, real, personal, and mixed, and debts due on whatever account, and all choses in action, and every other interest belonging to or due to each of the constituent corporations shall be deemed to be transferred to and vested in the surviving corporation, without further act or deed, and the title to any real estate, or any interest therein, vested in any of the constituent corporations shall not be in any way impaired by reason of the merger but shall vest in the surviving corporation; (4) the surviving corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the constituent corporations, and any claim existing or action or proceeding pending by or against any of the constituent corporations may be

prosecuted to judgment by the surviving corporation as if the merger had not taken place, or the surviving corporation may be substituted in place of the constituent corporations, and neither the rights of creditors nor any liens on the property of any of the constituent corporations shall be impaired by the merger; (5) the Articles of Incorporation and bylaws of INROADS/Central Florida, Inc., as existing and constituted immediately prior to the effective date of the merger, shall be the Articles of Incorporation and bylaws of the surviving corporation, except as such Articles of Incorporation are amended by this Plan and Agreement of Merger and Articles of Merger, including the change of the name of the surviving corporation and as provided in Article II; and (6) the effective date of the merger and change of name of the surviving corporation shall be deemed to be the close of business on the __30__ day of __January_____, 2006.

ARTICLE IV REGIONAL CHAPTER

The Articles of Incorporation of the surviving corporation are amended to add the following provision: The surviving corporation is a Regional Chapter of INROADS, Inc. and is subject to the Articles of Affiliation with INROADS, Inc., as they may be amended from time to time.

ARTICLE V EXPENSES

The surviving corporation shall pay all expenses of carrying this Plan and Agreement of Merger and Articles of Merger into effect and accomplishing the merger and change of name provided for herein.

ARTICLE VI ASSETS AND LIABILITIES

The assets and liabilities of INROADS/South Florida, Inc., as of the effective date of the merger, shall be transferred to and taken on the books of the surviving corporation at the amounts for which they, respectively, shall, on such date, be carried on the books of INROADS/South Florida, Inc.

ARTICLE VII DIRECTORS

The following persons shall be the initial directors of the surviving corporation, and the initial terms of such initial directors shall expire as of the date of the annual meeting of the board of directors of the surviving corporation, in each case in the year set forth opposite the name of the respective initial director, or at such time as their respective successors are elected in accordance with the bylaws of the surviving corporation:

Scott Denson, 2006

Joseph Myers, 2007

Richard Rinner, 2006

Loren Bender, 2007

Barry Shaffer, 2006

Tony Terry, 2008

Ed Gallegos, 2006

Robert Haulter, 2007

Christopher Johnson, 2008

Denise Thompson, 2008

Ron Carryl, 2006

Rueben Stokes, 2008

Jackie Guy, 2007

James Dubrey, 2008

Curt Nichols, 2006

Charles Johnson, 2006

Julio Ramirez, 2008

Tracy Bradshaw, 2007

Johnny Addison, 2007

Patrick Stottlemeyer, 2006

The term of all officers of the surviving corporation shall continue, and each shall be deemed to be the officers of the surviving corporation upon the effective date of the merger. Thereafter, other persons may be elected or appointed to such offices from time to time in accordance with bylaws of the surviving corporation.

ARTICLE VIII FURTHER ASSURANCES

If at any time the surviving corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of either of the constituent corporations, the proper officers and directors of the constituent corporations shall execute and deliver all such proper assignments, conveyances, and assurances in law and do all things necessary or proper to vest such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger and Articles of Merger.

ARTICLE IX ABANDONMENT

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger and Articles of Merger may be abandoned by the constituent corporations, but only by mutual agreement evidenced by the adoption of appropriate resolutions by the boards of directors of both constituent corporations abandoning the merger and change of name at any time prior to the filing of these Articles of Merger by the Secretary of State of Florida.

ARTICLE X APPROVAL

This Plan and Agreement of Merger and Articles of Merger has been submitted to, and approved by the affirmative vote of a majority of, the directors in office of each of

INROADS/Central Florida, Inc. and INROADS/South Florida, Inc. (neither INROADS/Central Florida, Inc. nor INROADS/South Florida, Inc. having any members with voting rights), in accordance with the requirements of the Florida General Not For Profit Corporation Act, and shall take effect and be deemed to be the Plan and Agreement of Merger and Articles of Merger of said corporations upon the execution, filing, and recording of such documents and the doing of such acts as required to accomplish the merger under the provisions of the Florida General Not For Profit Corporation Act.

Signature page follows.

IN WITNESS WHEREOF, INROADS/Central Florida, Inc., and INROADS/South Florida, Inc., have each caused this Plan and Agreement of Merger and Articles of Merger to be signed and its corporate seal to be hereunto affixed as of the day and year first above written.

INROADS/Central Florida, Inc.

(to be known as INROADS Florida Region, Inc.)

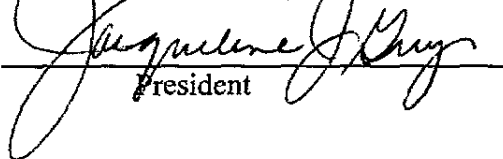
By: 
President

ATTEST:



Secretary

[corporate seal]

INROADS/South Florida, Inc.

By: 
President

ATTEST:


Secretary

[corporate seal]

I, Debi Allen, Secretary of INROADS/Central Florida, Inc., a corporation organized and/or existing under the Florida General Not For Profit Corporation Act, hereby certify, as Secretary and under the seal of INROADS/Central Florida, Inc., that the Plan and Agreement of Merger and Articles of Merger to which this Certificate is attached was adopted at a meeting of the board of directors of INROADS/Central Florida, Inc. held on the 30 day of January, 2006, by the vote of a majority of the directors in office, there being no members having voting rights, and is the duly adopted agreement of INROADS/Central Florida, Inc. pursuant to the provisions of the Florida General Not For Profit Corporation Act.

Witness my hand and the seal of INROADS/Central Florida, Inc. this 30 day of January 2006.

Debi Allen
Secretary

[corporate seal]

I, Curt Nichols, Secretary of INROADS/South Florida, Inc., a corporation organized and/or existing under the Florida General Not For Profit Corporation Act, hereby certify, as Secretary and under the seal of INROADS/South Florida, Inc., that the Plan and Agreement of Merger to which this Certificate is attached was adopted at a meeting of the board of directors of INROADS/South Florida, Inc. held on the 30 day of January, 2006, by the vote of a majority of the directors in office, there being no members having voting rights, and is the duly adopted agreement of INROADS/South Florida, Inc. pursuant to the provisions of the Florida General Not For Profit Corporation Act.

Witness my hand and the seal of INROADS/South Florida, Inc. this 30 day of January 2006.

Curt Nichols
Secretary

[corporate seal]