

PO00000037191

(Requestor's Name)

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PICK-UP WAIT MAIL

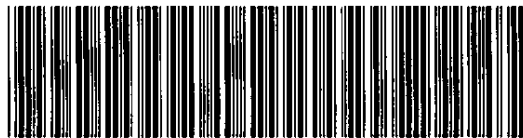
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUL 27 PM 2:42

EFFECTIVE DATE

July 31, 10

Manager
@ 7/27/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Florida Educational Services, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael D. Roberts
Contact Person

Sherrard & Roe, PLC
Firm/Company

424 Church Street, Suite 2000
Address

Nashville, TN 37219
City/State and Zip Code

mroberts@sherrardroe.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael D. Roberts At (615) 742-4543
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF MERGER
OF
KENDALL EDUCATIONAL SERVICES, INC.
with and into
FLORIDA EDUCATIONAL SERVICES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
36
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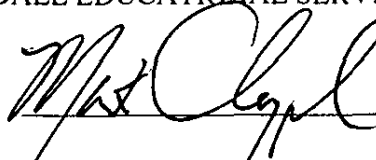
Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, FLORIDA EDUCATIONAL SERVICES, INC., a Florida corporation (Document No. P00000037191) ("FES") and KENDALL EDUCATIONAL SERVICES, INC., a Florida corporation (Document No. P00000095579) ("Kendall"), hereby execute the following Articles of Merger:

1. Attached as Exhibit A hereto and made a part hereof is that certain Plan of Merger dated as of July 14, 2010 (the "Plan of Merger"), between Kendall and FES
2. These Articles of Merger are to be effective at 11:59 p.m. on July 31, 2010.
3. The shareholders of FES approved the Plan of Merger by written consent adopted on July 14, 2010.
4. The shareholders of Kendall approved the Plan of Merger by written consent adopted on July 14, 2010.

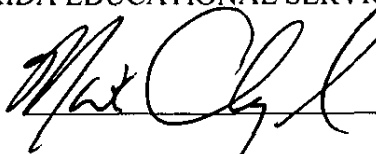
EFFECTIVE DATE
July 31, 10

IN WITNESS WHEREOF, these Articles of Merger are executed by the undersigned duly authorized representative of the parties hereto.

KENDALL EDUCATIONAL SERVICES, INC.

By: 
Its: PRESIDENT

FLORIDA EDUCATIONAL SERVICES, INC.

By: 
Its: PRESIDENT

**PLAN OF MERGER of
KENDALL EDUCATIONAL SERVICES, INC.
with and into
FLORIDA EDUCATIONAL SERVICES, INC.**

KENDALL EDUCATIONAL SERVICES, INC., a Florida corporation ("Kendall"), and FLORIDA EDUCATIONAL SERVICES, INC., a Florida corporation ("FES"), acting pursuant to Section 607.1101 of the Florida Business Corporation Act hereby adopt the following Plan of Merger ("Plan of Merger") as of July 14, 2010:

Recitals:

The Board of Directors of each of Kendall and FES have recommended that the shareholders of each corporation approve the merger of Kendall with and into FES, and the shareholders of each corporation have approved such merger. Pursuant to the merger, the outstanding shares of stock of Kendall will be cancelled.

NOW, THEREFORE, it is agreed as follows:

Section 1. The Parties.

The name of the corporations planning to merge are: FLORIDA EDUCATIONAL SERVICES, INC. and KENDALL EDUCATIONAL SERVICES, INC.

Section 2. The Merger.

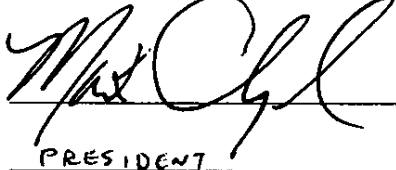
Effective at 11:59 p.m. on July 31, 2010, Kendall shall be merged with and into FES, with FES as the surviving corporation, the separate corporate existence of Kendall shall cease, and all assets, liabilities, rights, privileges, and franchises of Kendall shall be transferred to FES.

Section 3. Shares of Kendall.

At the effective time of the merger, all of the outstanding shares of stock of Kendall shall be cancelled, and all of the outstanding shares of stock of FES shall remain issued and outstanding.

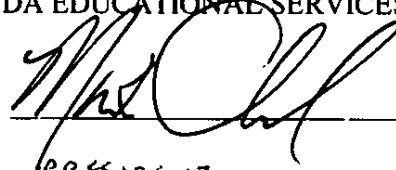
Executed as of the date first written above.

KENDALL EDUCATIONAL SERVICES, INC.

By: 

Its: PRESIDENT

FLORIDA EDUCATIONAL SERVICES, INC.

By: 

Its: PRESIDENT