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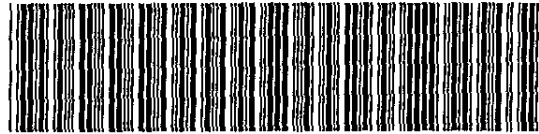
(Business Entity Name)

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Early Learning, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian M. Ferrell, Esq.
(Name of person)

FERRELL LAW FIRM, P.C.

Ferrell Law Firm, P.C.
(Name of firm/company)

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For further information concerning this matter, please call:

Brian M Ferrell at (919) 806-4660
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

State of Florida
Department of State

ARTICLES OF MERGER

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1105, F.S.

1. The name of the surviving corporation is **EARLY LEARNING, INC.**, a corporation organized under the laws of North Carolina.
2. The name of the merged corporation is **EARLY LEARNING PRESS, INC.**, a corporation organized under the laws of Florida. Document number P00000078124.
3. Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. With respect to the surviving corporation the Plan of Merger was approved by the shareholders on the 31st day of January, 2004.
6. With respect to the merged corporation the plan of merger was approved by the shareholders on the 31st day of January 2004.
7. These articles will be effective upon filing.

This the 31st day of January, 2004.

EARLY LEARNING PRESS, INC.

By: Joseph J. Sparling
Joseph J. Sparling-Director/Shareholder

BY: Marilyn C. Sparling
Marilyn C. Sparling-Director/Shareholder

BY: Kimberly E. Sparling
Kimberly E. Sparling-Director/Shareholder

EARLY LEARNING, INC.

By: Joseph J. Sparling
Joseph J. Sparling-Director/Shareholder

By: Marilyn C. Sparling
Marilyn C. Sparling-Director/Shareholder

By: Kimberly E. Sparling
Kimberly E. Sparling-Director/Shareholder

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger"), dated as of the 15th day of January, 2004 is by and between EARLY LEARNING PRESS, INC., a corporation organized and existing under the laws of the State of Florida ("ELP"), and EARLY LEARNING, INC., a business corporation organized and existing under the laws of the State of North Carolina (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the respective Boards of Directors of ELP and the Surviving Corporation deem it advisable for the general welfare and advantage of the respective corporations and their respective shareholders that ELP be reincorporated as a North Carolina Corporation and therefore, in accordance with the applicable laws of the States of North Carolina and Florida, ELP be merged with and into the Surviving corporation (the "Merger");

NOW, THEREFORE, the parties hereto, subject to the approval of ELP's shareholders as required by law, in consideration of the premises and of the mutual covenants and agreements contained herein and of the benefits to accrue to the parties hereto, have agreed and do hereby agree that ELP be merged with and into the Surviving Corporation pursuant to the laws of the States of North Carolina and Florida, and do hereby agree upon, prescribe and set forth the terms and conditions of the Merger, the method of carrying the same into effect, and the manner and basis of converting shares of ELP into shares of Stock of the Surviving Corporation, as follows:

ARTICLE I TERMS AND CONDITIONS

1. The Merger. Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined in Section 2 hereof), ELP shall be merged with and into Surviving Corporation in accordance with the applicable laws of the States of North Carolina and Florida, whereupon the separate corporate existence of ELP shall cease, and Surviving Corporation shall continue as the surviving corporation (the "Surviving Corporation"). From and after the Effective Time, the Surviving Corporation shall possess all the property, rights, privileges, immunities, powers, and franchises and be subject to all the debts, liabilities, obligations, restrictions, disabilities, and duties of ELP and Surviving Corporation.

2. Effective Time. The Merger shall be effective upon filing with the North Carolina Secretary of State and the Florida Department of State Articles of Merger including this Plan of Merger (the "Effective Time").

3. Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of Surviving Corporation as in effect immediately prior to the Effective Time shall remain in effect.

4. Bylaws of the Surviving Corporation. The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain in effect; a copy of the Bylaws is on file with the Surviving Corporation and will be made available to shareholders of the Surviving Corporation upon request.

5. Directors and Officers of the Surviving Corporation. As of the Effective Time, the officers and directors of the Surviving Corporation holding office immediately prior to the Effective Time shall remain in office until the next annual meeting of Surviving Corporation or until their successor is duly elected and qualified. The services of the Directors and Officers of ELP shall cease as of the Effective Time.

ARTICLE II **CONVERSION OF SHARES**

1. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of ELP or Surviving Corporation or any holder of any share of capital stock of ELP or Surviving Corporation, each share of common stock of ELP, \$.01 par value per share ("ELP Common Stock"), issued and outstanding immediately prior thereto shall be converted into Three (3) (the "Conversion Ratio") shares of common stock of Surviving Corporation, par value \$.01 per share (the "Surviving Corporation Common Stock"). There are One Hundred (100) shares of ELP capital stock which are currently issued and outstanding. ELP has no other shares, common or otherwise outstanding. ELP does not have outstanding and has not agreed, orally or in writing, to issue any other shares or securities convertible or exchangeable for any shares, nor does it have outstanding nor has it agreed, orally or in writing, to issue any options or rights to purchase or otherwise acquire its shares.

2. Exchange of ELP Common Stock.

(a) Prior to the Effective Time, Company shall cause Company's stock transfer agent to act as exchange agent (the "Exchange Agent") hereunder. As promptly as practicable after the Effective Time, with respect to the shares of Surviving Corporation Common Stock into which shares of ELP Common Stock have been converted pursuant to Article II, Section 1, Surviving Corporation shall instruct such transfer agent to issue such shares of Surviving Corporation Common Stock pursuant to the provisions of this Section. As promptly as practicable after the Effective Time, Surviving Corporation shall cause the Exchange Agent to cancel the issued and outstanding shares of ELP Common Stock ("ELP Certificates").

(b) As soon as practicable after the Effective Time, the Exchange Agent shall distribute to holders of shares of ELP Common Stock, upon surrender to the Exchange Agent of one or more ELP Certificates for cancellation, (i) one or more certificates representing the number of whole shares of Surviving Corporation Common Stock into which the shares represented by ELP Certificate(s) shall have been converted pursuant to Article II, Section 1.

(c) All certificates evidencing shares of Surviving Corporation Common Stock that are issued upon the surrender for exchange of ELP Certificates in accordance with the terms hereof shall be deemed to have been issued in full satisfaction of all rights pertaining to the shares of ELP Common Stock represented by the surrendered ELP Certificates.

IN WITNESS WHEREOF, the parties hereto have signed and sealed this PLAN OF MERGER effective as of the date first written above.

EARLY LEARNING PRESS, INC.

By: Joseph J. Sparling
Joseph J. Sparling-Director/Shareholder

BY: Marilyn C. Sparling
Marilyn C. Sparling-Director/Shareholder

BY: Kim E. Sparling
Kimberly E. Sparling-Director/Shareholder

EARLY LEARNING, INC.

By: Joseph J. Sparling
Joseph J. Sparling-Director/Shareholder

By: Marilyn C. Sparling
Marilyn C. Sparling-Director/Shareholder

By: Kim E. Sparling
Kimberly E. Sparling-Director/Shareholder