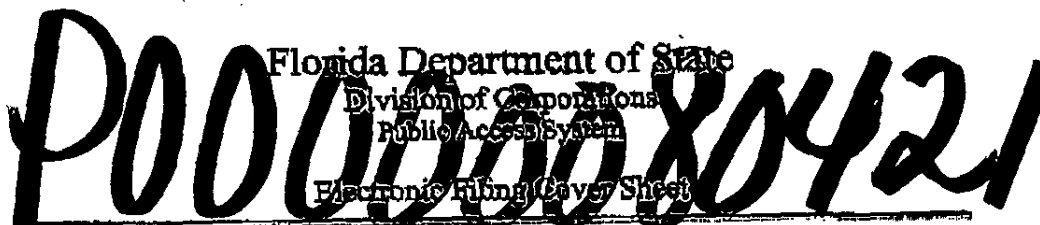


Division of Corporations

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To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 223-1092
Fax Number : (850) 878-5926

EFFECTIVE DATE

5-31-07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY 30 AM 10:09

FILED

DB

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Progressus Therapy, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

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Help

ARTICLES OF MERGER

**Merger of Progressus Therapy, Inc., a Florida corporation,
with and into Progressus Therapy, LLC, a Delaware limited liability company**

FIRST, the exact name, form/entity type, and jurisdiction of the merging party is:

Progressus Therapy, Inc., a Florida corporation P000000080421

SECOND, the exact name, form/entity type, and jurisdiction of the surviving party is:

Progressus Therapy, LLC, a Delaware limited liability company

THIRD, the attached Agreement and Plan of Merger attached as Exhibit A 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 of the Florida Statutes.

FOURTH, the Agreement and 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, the effective time of the merger is 5:00 p.m. (Eastern time) on May 31, 2007 or, if later, when a certificate of merger with respect to the merger is filed with the Secretary of State of the State of Delaware.

SIXTH, the principal address of the survivor of the merger transaction described herein is:

Progressus Therapy, LLC
1001 Fleet Street
Baltimore, MD 21202

SEVENTH, the survivor agrees to pay any stockholders with appraisal rights (none being thought to exist) the amount to which such members are entitled under §§ 608.4351 to 608.4395 of the Florida Statutes.

EIGHTH, the surviving entity lists the following street and mailing address of an office that the Florida Department of State may use for purposes of § 48.181 of the Florida Statutes:

EFFECTIVE DATE 5-31-07

44-4114-9042 Doc 1004

SECRETARY OF STATE
TAMMASEE, FLORIDA

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Street Address:

Progressus Therapy, LLC
2701 N. Rocky Pt Drive, Ste 650
Tampa, FL 33607

Mailing Address:

Progressus Therapy, LLC
2701 N. Rocky Pt Drive, Ste 650
Tampa, FL 33607

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of
May 30, 2007.

Progressus Therapy, Inc.

By: 

C. Alan Schroeder
Vice President & Secretary

Progressus Therapy, LLC

By: 

C. Alan Schroeder
Vice President & Secretary

FILED
07 MAY 30 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

**Merger of Progressus Therapy, Inc., a Florida corporation,
with and into Progressus Therapy, LLC, a Delaware limited liability company**

FIRST, the exact name, form/entity type, and jurisdiction of the merging party is:

Progressus Therapy, Inc., a Florida corporation

SECOND, the exact name, form/entity type, and jurisdiction of the surviving party is:

Progressus Therapy, LLC, a Delaware limited liability company

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

The parties hereto agree that, effective as of 5:00 p.m. (Eastern time) on May 30, 2007, or, if later, when a certificate of merger with respect to the merger is filed with the Secretary of State of the State of Delaware (the "Effective Time"), Progressus Therapy, Inc. will merge with and into Progressus Therapy, LLC and cease to exist as a separate legal entity.

FOURTH, The manner and basis of converting the interests, shares, obligations, or other securities of the merged party into the interests, shares, obligations, or other securities of the survivor, in whole or in part, or into cash or other property is as follows:

At the Effective Time, the issued and outstanding shares of stock of Progressus Therapy, Inc. will automatically and without any action on the part of the holder thereof, be converted into and become a right to receive cash from Progressus Therapy, LLC as follows:

- (a) All 2,761,578 of the issued and outstanding shares of Class A Common Stock of Progressus Therapy, Inc., held by Educate Group, LLC, will be converted into the right to receive \$1.00 in the aggregate;
- (b) All 495,000 of the issued and outstanding shares of Class B Common Stock of Progressus Therapy, Inc. held by Educate Group, LLC, will be converted into the right to receive \$1.00 in the aggregate;
- (c) All 9,200 of the issued and outstanding shares of Series A Preferred Stock of Progressus Therapy, Inc. held by Educate Group, LLC will be converted into the right to receive \$1.00 in the aggregate;
- (d) There are no other issued and outstanding shares of stock of Progressus Therapy, Inc.

At the Effective time, the issued and outstanding classes of stock of Progressus Therapy, Inc. will otherwise cease to exist.

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FIFTH, The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of the merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, or into cash or other property is as follows:

N/A

SIXTH, the sole member of the limited liability company that will be the survivor of the merger described herein is:

Educate Operating Company, LLC, a Delaware limited liability company.

Executed by the undersigned as of May 30, 2007.

Progreasus Therapy, Inc.

By: C. Alan Schroeder
C. Alan Schroeder
Vice President & Secretary

Progreasus Therapy, LLC

By: C. Alan Schroeder
C. Alan Schroeder
Vice President & Secretary

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