

P02000/00314

CT CORPORATION SYSTEM

CORPORATION(S) NAME

FILED
2002 OCT 10 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2) Florida Technical College of Jacksonville, Inc. Merged into: FTCJ, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 OCT 10 AM 11:21

Name _____
Availability _____
Document _____
Examiner _____
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Verifier _____
W.P. Verifier _____

10/10/02

KF

Order#: 5635993

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-10/10/02--01052--004

Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette OCT 10 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FLORIDA TECHNICAL COLLEGE OF JACKSONVILLE, INC., a Delaware corporation, F00000005151

INTO

FTCJ, INC. which changed its name to

FLORIDA TECHNICAL COLLEGE OF JACKSONVILLE, INC., a Florida entity,
P02000100314.

File date: October 10, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

FLORIDA TECHNICAL COLLEGE OF JACKSONVILLE, INC.

AND

FTCJ, INC.

To the Secretary of State
State of Florida

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof, is the Plan of Merger for merging Florida Technical College of Jacksonville, Inc., a Delaware corporation with and into FTCJ, Inc., a Florida corporation.

2. The merger of Florida Technical College of Jacksonville, Inc., a Delaware corporation, with and into FTCJ, Inc., a Florida corporation, is permitted by the laws of the jurisdiction of organization of Delaware and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Florida Technical College of Jacksonville, Inc. was September 26, 2002.

3. The shareholders of FTCJ, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on September 26, 2002.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing.

Executed on September 26, 2002

FLORIDA TECHNICAL COLLEGE OF JACKSONVILLE, INC.

By: 

Name: William A. Klettke

Title: President

FTCJ, INC.

By: 

Name: William A. Klettke

Title: President

PLAN OF MERGER

PLAN OF MERGER adopted for Florida Technical College of Jacksonville, Inc., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on September 26, 2002, and adopted for FTCJ, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on September 26, 2002. The names of the corporations planning to merge are Florida Technical College of Jacksonville, Inc., a business corporation organized under the laws of the State of Delaware, and FTCJ, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Florida Technical College of Jacksonville, Inc. plans to merge is FTCJ, Inc.

1. Florida Technical College of Jacksonville, Inc. and FTCJ, Inc., shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, FTCJ, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Florida Technical College of Jacksonville, Inc., a Florida corporation, pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Florida Technical College of Jacksonville, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation except that article FIRST thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

"FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Florida Technical College of Jacksonville, Inc."

and said Articles of Incorporation, as herein amended and changed, shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

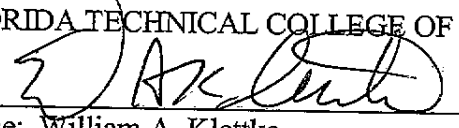
5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.


7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

FLORIDA TECHNICAL COLLEGE OF JACKSONVILLE, INC.

By: 
Name: William A. Klettke
Title: President

FTCJ, INC.

By: 
Name: William A. Klettke
Title: President