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Florida Department of State  
Division of Corporations  
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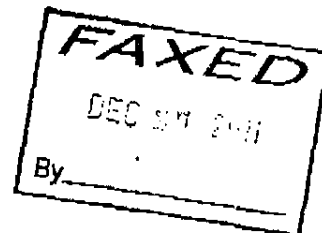
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MERGER OR SHARE EXCHANGE  
MARLIN ACQUISITION CORP.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75



EFFECTIVE DATE

12/31/11

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Corporate Filing Menu

Help



December 28, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MARLIN ACQUISITION CORP.  
231 N. MARTINGALE ROAD  
SCHAUMBURG, IL 60173

SUBJECT: MARLIN ACQUISITION CORP.  
REF: P03000029748

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Irene Albritton  
Regulatory Specialist II

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## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

SUBJECT: MARLIN ACQUISITION CORP.  
Name of Surviving Corporation

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

**Please return all correspondence concerning this matter to following:**

**Corporate Filing Team**  
**Contact Person**

**Capitol Services, Inc.**  
Firm/Company

800 Brazos, Suite 400  
Address

Austin, TX 7  
City/State and Zip Code

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

**For further information concerning this matter, please call:**

At ( 800 ) 345-4647  
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

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# ARTICLES OF MERGER

(Profit Corporations)

EFFECTIVE DATE

12/31/11

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

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
MARLIN ACQUISITION CORP.	Florida	P03000029748

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
CEC Management, Inc.	Illinois	58362093

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 11 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)  
at 12:10 a.m.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 27, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 27, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 DEC 27 PM 1:02

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleMarlin Acquisition Corp.Michael J. Graham, President and CEOCEC Management, Inc.Michael J. Graham, President and CEO

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**PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionMarlin Acquisition Corp.Florida

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionCEC Management, Inc.Illinois

Third: The terms and conditions of the merger are as follows:

See the attached Agreement and Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:  
See the attached Agreement and Plan of Merger.

(Attach additional sheets if necessary)

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Attachment A

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into as of December 27, 2011, by and between CECMI Management, Inc. an Illinois corporation ("CECMI"), and Marlin Acquisition Corp., a Florida corporation ("MAC"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Companies".

WHEREAS, MAC desires to acquire the properties and other assets, and to assume all of the liabilities and obligations of CECMI by means of a merger of CECMI with and into MAC under and pursuant to the terms and conditions of 805 ILCS 5/11.25 of the Illinois Business Corporation Act (the "IBCA"), and Section 607.1101 of the Florida Business Corporation Act (the "FBCA") and this Plan of Merger, with MAC being the sole resulting and surviving party to the merger, and succeeding to all of the assets, rights, and properties of CECMI; and

WHEREAS, the Board of Directors of each of CECMI and MAC has, by resolution adopted by unanimous written consent, duly adopted and approved this Plan of Merger, and directed that it be executed by the undersigned officers and that the Merger contemplated in this Plan of Merger be submitted to the sole shareholder of CECMI and MAC for approval; and

WHEREAS, CECMI and MAC intend that the Merger (defined below) will qualify as a non-taxable reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended and in effect on the date thereof, and the Treasury Regulations thereunder.

NOW THEREFORE, in consideration of the mutual covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Companies hereby agree as follows:

**ARTICLE I.  
THE MERGER****SECTION 1.01. The Merger.**

(a) CECMI shall be merged with and into MAC, with MAC as the surviving entity ("Surviving Company"), pursuant to this Plan of Merger and in accordance with the IBCA and the FBCA (the "Merger"). This Plan of Merger is intended to and meets the requirements of an plan of merger under the IBCA and the FBCA.

(b) Surviving Company shall file the Articles of Merger with the Secretary of State of the State of Illinois, shall file the Articles of Merger with the Secretary of State of the State of Florida, and shall make all other filings or recordings required by Illinois or Florida law in connection with the Merger. The Merger shall become effective on December 31, 2011 at 12:10 a.m. (the "Effective Date"). On the Effective Date, the separate existence of CECMI shall cease and CECMI shall be merged with and into the Surviving Company.

**SECTION 1.02. Manner and Basis of Conversion of Shares.** Upon the completion of the Merger, (a) each share of common stock of MAC that is then issued and outstanding shall remain issued and outstanding as one share of common stock of the Surviving Company, and (b)

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all shares of CECMI stock that are then issued and outstanding, and all certificates representing such stock, shall be cancelled and retired and all rights in respect thereof shall cease to exist as all of the issued shares of the two entities participating in the merger are owned by the same entity, Career Education Corporation, a Delaware corporation, in identical proportions.

## ARTICLE II THE SURVIVING COMPANY

SECTION 2.01. Governing Documents. The Articles of Incorporation and the Bylaws of MAC shall remain effective as the Articles of Incorporation and Bylaws of the Surviving Company and shall not be changed as a result of or in connection with the Merger.

SECTION 2.02. Directors and Officers. The persons who are directors and officers of MAC on the Effective Date shall continue as directors and officers of the Surviving Company until their respective successors shall be duly elected and qualified.

## ARTICLE III TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

SECTION 3.01. Transfer, Conveyance and Assumption. On the Effective Date, MAC shall continue in existence as the Surviving Company, and without further transfer, succeed to and possess all of the rights, privileges, and powers of CECMI, and all of the assets and property of whatever kind and character of CECMI shall vest in MAC without further act or deed. Thereafter, MAC, as the Surviving Company, shall assume and be liable for all liabilities and obligations of CECMI, including all valid and enforceable rights of creditors and valid and enforceable liens, debts, liabilities, obligations, and duties, and all such liabilities and obligations may be enforced against MAC to the same extent as if they had been initially incurred or contracted by MAC.

## ARTICLE IV CERTIFICATION

SECTION 4.01. Approval by CECMI. This Plan of Merger was duly adopted and approved by written consent of the Board of Directors and the sole shareholder of CECMI in accordance with the applicable laws of the State of Illinois and the Bylaws of CECMI.

SECTION 4.02. Approval by MAC. This Plan of Merger was duly adopted and approved by written consent of the Board of Directors and the sole shareholder of MAC in accordance with the applicable laws of the State of Florida and the Bylaws of MAC.

## ARTICLE V CONDITIONS

SECTION 5.01. Termination. Notwithstanding approval of the Merger by the sole shareholder of CECMI and of MAC, the Merger and this Plan of Merger may be abandoned at any time before or after such approval, but not later than the filing of the Articles of Merger, by

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the Board of Directors of each of the Constituent Companies, evidenced by and through appropriate resolutions. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Section 5.01, this Plan of Merger shall become void and have no effect and shall not impose any liability on the part of either of the Constituent Companies or their Board Directors or shareholders in respect thereof.

SECTION 5.02. Amendment. The Constituent Companies, by mutual consent of their respective Board of Directors, may at any time prior to the filing of the Articles of Merger amend this Plan of Merger in such manner as may be agreed upon by them in writing, subject to limitations imposed by applicable law.

SECTION 5.03. Counterparts. This Plan of Merger may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original, and such counterparts taken together shall constitute but one and the same agreement.

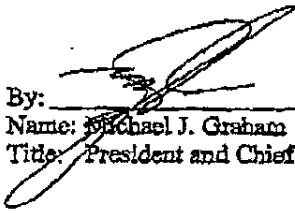
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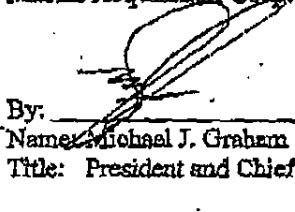
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

CEC Management, Inc.

By:   
Name: Michael J. Graham  
Title: President and Chief Executive Officer

Martin Acquisition Corp.

By:   
Name: Michael J. Graham  
Title: President and Chief Executive Officer

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