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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

ARA TRAINING SYSTEMS, INC.

Certificate of Status	0
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**ARTICLES OF MERGER**

**BY AND BETWEEN**

**ARA TRAINING SYSTEMS, INC.**  
(a Florida corporation)

**AND**

**FUTURE WORKS, INC.**  
(a Maryland corporation)

**Dated: July 1, 2003**

FUTURE WORKS, INC., a corporation duly organized and existing under the laws of the State of Maryland (the "*Merging Company*"), and ARA TRAINING SYSTEMS, INC., a corporation duly organized and existing under the laws of the State of Florida and a wholly owned subsidiary of the Merging Company (the "*Surviving Company*"), do hereby certify that:

**FIRST:** Each of the Merging Company and the Surviving Company agree that the Merging Company will merge with and into the Surviving Company in accordance with the provisions of Sections 607.1101 through 607.1109 of the Florida Business Corporation Act, with the Surviving Company being the surviving entity in the proposed merger.

**SECOND:** The name of the Merging Company is Future Works, Inc., and it was formed under the Maryland General Corporation Law on December 31, 1997. The name of the Surviving Company is ARA Training Systems, Inc., and it was formed under the Florida Business Corporation Act on June 27, 2003. The Surviving Company shall be the successor entity in the merger and shall continue as a corporation organized and existing under the laws of the State of Florida.

**THIRD:** The Merging Company has its principal office in the State of Maryland in Frederick County. The Surviving Company has its principal office in the State of Florida at 301 West Platt Street, Suite 396, Tampa, Florida 33606. Neither the Merging Company nor the Surviving Company owns an interest in land in Florida.

**FOURTH:** The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized, and approved by the Merging Company in the manner and by the vote required by its Articles of Incorporation, Bylaws and the laws of the State of Maryland, and by the Surviving Company in the manner and by the vote required by its Articles of Incorporation, Bylaws and the laws of the State of Florida. The manner of approval of the proposed merger was:

(a) Pursuant to a joint written consent of the Sole Director and Sole Stockholder of the Merging Company dated as of July 1, 2003.

(b) Pursuant to a joint written consent of the Sole Director and Sole Stockholder of the Surviving Company dated as of July 1, 2003, in accordance with the articles of incorporation and by-laws of the Surviving Company and the laws of the State of Florida.

**FIFTH:** There is no change to the Articles of Incorporation of the Surviving Company effected by the merger.

**SIXTH:** The merger does not amend or alter the Articles of Incorporation of the Surviving Company.

**SEVENTH:** The manner and basis of converting or exchanging outstanding shares of stock of the Merging Company into shares of stock of the Surviving Company and the treatment of any issued shares of stock of the Merging Corporation not to be converted or exchanged, of which there are none, are as follows:

(a) Each currently outstanding share of Surviving Company Stock on the effective date shall be deemed to be surrendered by its holder and liquidated and canceled by the Surviving Company, to be of no further force or effect.

(b) Each outstanding share of Merging Company Common Stock shall, upon effectiveness and without further act, be converted into a fraction equal to one \_\_\_th of a share of the Surviving Company Common Stock, such that all shares of Merging Company Common Stock shall be converted into one share of Surviving Company Common Stock.

**EIGHTH:** The merger shall be effective at such time as the Articles of Merger are accepted by Maryland and Florida, respectively.

*{signatures appear on the following page}*

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed in their respective names and on their respective behalves by, in the case of the Surviving Company, the undersigned President, and in the case of the Merging Corporation, the undersigned President of the Merging Company, all as of the day and year first above written.

WITNESS:

MERGING COMPANY:  
FUTURE WORKS, INC.

*Randy Zales*

By: *[Signature]*

Name: Randy Zales  
Title: President

SURVIVING COMPANY:

ARA TRAINING SYSTEMS, INC.

*Randy Zales*

By: *[Signature]*

Name: Randy Zales  
Title: President

THE UNDERSIGNED, President of Future Works, Inc., a Maryland corporation, who executed on behalf of Future Works, Inc., the Merging Company, the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of Future Works, Inc., the foregoing Articles of Merger to be the act of Future Works, Inc. and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

FUTURE WORKS, INC.

By: 

Name: Randy Zales  
Title: President

Dated: July 1, 2003

THE UNDERSIGNED, President of ARA Training Systems, Inc., a Florida corporation, who executed on behalf of ARA Training Systems, Inc., the Surviving Company, the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of ARA Training Systems, Inc., the foregoing Articles of Merger to be the act of ARA Training Systems, Inc. and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

ARA TRAINING SYSTEMS, INC.

By: 

Name: Randy Zales

Title: President

Dated: July 1, 2003