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**MERGER OR SHARE EXCHANGE**

**SMALL TALK BRIGHT KIDS PRESCHOOL & KINDERGARTEN, INC**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 18, 2004

SMALL TALK BRIGHT KIDS PRESCHOOL & KINDERGARTEN, INC.  
13060 S.W. 106TH STREET  
MIAMI, FL 33186

SUBJECT: SMALL TALK BRIGHT KIDS PRESCHOOL & KINDERGARTEN, INC.  
REF: P04000062980

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SECTION 607.1101 AND 607.1105, FLORIDA STATUTES ARE THE APPROPRIATE STATUTES TO REFERENCE WHEN MERGING TWO FLORIDA PROFIT CORPORATIONS. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY. (NOTE: SECTION 607.1108, FLORIDA STATUTES WOULD APPLY WHEN A DOMESTIC CORPORATION IS MERGING WITH OTHER BUSINESS ENTITIES.)

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**ARTICLES OF MERGER  
(Plan of Merger Attached)**

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of

**LITTLE STAR BRIGHT PRESCHOOL & KINDERGARTEN, INC.**  
a Florida corporation

with and into

**SMALL TALK BRIGHT KIDS PRESCHOOL & KINDERGARTEN, INC.,**  
a Florida corporation

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Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act ("Florida Act"), each of Little Star Bright Preschool & Kindergarten, Inc., a Florida corporation (the "Merging Corporation") and Small Talk Bright Kids Preschool & Kindergarten, Inc., a Florida corporation (the "Surviving Corporation"), adopts the following Articles of Merger (the "Articles") and certifies as follows:

1. Little Star Bright Preschool & Kindergarten, Inc., 13060 S.W. 106<sup>th</sup> Street, Miami, Florida 33186; FEI Number: 65-0950517; Florida Document Number: P99000084363.
2. Small Talk Bright Kids Preschool & Kindergarten, Inc., 13060 S.W. 106<sup>th</sup> Street, Miami, Florida 33186; FEI Number: 80-0104448; Florida Document Number: P04000062980.
3. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by the Merging Corporation and the Surviving Corporation in accordance with Sections 607.1101 and 607.1105 of the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Corporation into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.
4. The Plan was (i) adopted by the Board of Directors and approved by the shareholders of the Merging Corporation on July 31, 2004 and (ii) adopted by the Board of Directors and approved by the shareholders of the Surviving Corporation on July 31, 2004. The Merging Corporation and the Surviving Corporation deem the Merger to be a tax-free statutory 'A' merger under Section 368(a) of the Internal Revenue Code (IRC).
5. The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.
6. The Surviving Corporation shall be responsible for the payment of all fees of the Merging Corporation and will be obligated to pay such fees if same are not timely paid.

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- 7. The Merger is not prohibited by the respective Articles of Incorporation or Bylaws of the Merging Corporation or the Surviving Corporation.
- 8. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed as of this 31<sup>st</sup> day of July, 2004, by each of their duly authorized representatives.

LITTLE STAR BRIGHT PRESCHOOL & KINDERGARTEN, INC., as the Merging Corporation

By: Ivan B. Martin  
Ivan B. Martin, President

SMALL TALK BRIGHT KIDS PRESCHOOL & KINDERGARTEN, INC., as the Surviving Corporation

By: Ivan B. Martin  
Ivan B. Martin, President

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**PLAN OF MERGER**

This Plan of Merger (the "Plan"), having been adopted on July 31, 2004 by Little Star Bright Preschool & Kindergarten, Inc., a Florida corporation (the "Merging Corporation"), and on July 31, 2004 by Small Talk Bright Kids Preschool & Kindergarten, Inc., a Florida corporation (the "Surviving Corporation"), pertains to the merger of the Merging Corporation with and into the Surviving Corporation (the Merging Corporation and the Surviving Corporation shall be collectively referred to hereinafter as the "Constituent Entities").

**ARTICLE I****Recitals**

A. The respective Boards of Directors of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities and their shareholders that the Merging Corporation be merged (the "Merger") with and into the Surviving Corporation on the terms and subject to the conditions set forth herein.

B. The Surviving Corporation was organized in the State of Florida on the 9<sup>th</sup> day of April, 2004, under the name "Small Talk Bright Kids Preschool & Kindergarten, Inc." and shall be the surviving corporation in the Merger.

C. The Merging Corporation was incorporated in the State of Florida on the 23<sup>rd</sup> day of September, 1999, under the name "Little Star Bright Preschool & Kindergarten, Inc." and shall be the merging corporation in the Merger.

D. The Merging Corporation has authorized one hundred (100) shares of common stock, of which one hundred (100) shares are currently issued and outstanding. The issued and outstanding common stock of the Merging Corporation are the only shares of the capital stock of the Merging Corporation outstanding and entitled to vote on the Merger. The outstanding shares are held as follows:

1. Fifty (50) shares to Ivan B. Martin Revocable Trust dated December 10, 1998; and
2. Fifty (50) shares to Luisa P. Martin Revocable Trust dated December 10, 1998.

E. The Surviving Corporation has authorized ten thousand (10,000) shares of common stock, of which two hundred (200) shares are currently issued and outstanding. The issued and outstanding common stock of the Surviving Corporation are the only shares of the capital stock of the Surviving Corporation outstanding and entitled to vote on the Merger. The outstanding shares are held as follows:

3. One hundred (100) shares to Ivan B. Martin Revocable Trust dated December 10, 1998; and

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FL Bar No. 712566  
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(954) 474-8000

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4. One hundred (100) shares to Luisa P. Martin Revocable Trust dated December 10, 1998.

**ARTICLE II.**  
**The Merger**

At the Effective Time (as defined in Article IV(A) hereof), the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the Florida Business Corporation Act (the "Florida Act") and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall thereafter continue as the surviving entity under the laws of the State of Florida.

A. At the Effective Time, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation.

B. At the Effective Time, the directors and officers of the Surviving Corporation shall remain the directors and officers of the Surviving Corporation until their successors are duly elected and have qualified.

**ARTICLE III.**  
**Manner and Basis of Converting Common Stock and Other Rights**

At the Effective Time, the common stock in the Merging Corporation shall be exchanged for common stock in the Surviving Corporation in the following manner:

1. Ivan B. Martin Revocable Trust dated December 10, 1998 shall exchange all of its common stock in the Merging Corporation for one hundred (100) shares of common stock in the Surviving Corporation.
2. Luisa P. Martin Revocable Trust dated December 10, 1998 shall exchange all of its common stock in the Merging Corporation for one hundred (100) shares of common stock in the Surviving Corporation.

Other than as set forth above, there are no rights to acquire interests, shares, obligations or other securities of the Merging Corporation or any of its members to be converted into rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Surviving Corporation.

**ARTICLE IV.**  
**Effect of Merger**

A. The effective time of the Merger (the "Effective Time") shall be the date on which the Articles of Merger are filed with the Florida Department of State.

B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Corporation.

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