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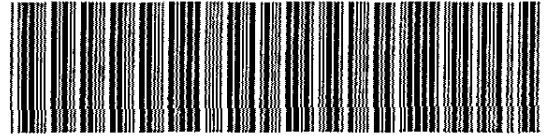
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12/13 merger

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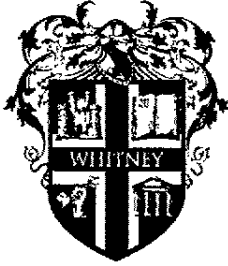


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04 DEC 13 PM 4:59  
TALLAHASSEE  
FLORIDA



WHITNEY EDUCATION GROUP, INC.

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December 9, 2004

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Merger of Russ Whitney Books, LLC into Russ Whitney Books, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Merger of the merging entity Russ Whitney Books, LLC and the surviving entity Russ Whitney Books, Inc. and the required filing fee of \$60.00. Also enclosed is the approved Plan of Merger of the above-referenced entities.

If you have any questions, please feel free to contact me directly at (239) 540-6509 or via e-mail at [michaelkraus@russwhitney.com](mailto:michaelkraus@russwhitney.com). Thank you.

Sincerely,

Michael L. Kraus  
Corporate Counsel

MLK:lmg  
Enclosure

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Russ Whitney Books, LLC	FL	LLC
_____	_____	_____
_____	_____	_____
Florida Document/Registration Number: L04000056482		FEI Number: None

2. _____	_____	_____
_____	_____	_____
_____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

3. _____	_____	_____
_____	_____	_____
_____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

4. _____	_____	_____
_____	_____	_____
_____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

*(Attach additional sheet(s) if necessary)*

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STATE OF FLORIDA  
ALLIANCE

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Russ Whitney Books, Inc. 1612 East Cape Coral Parkway Cape Coral, FL 33904	FL	Corporation

Florida Document/Registration Number: PO4000167394 FEI Number: 20-1971650

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.



## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Russ Whitney Books, LLC	FL

**SECOND:** The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Russ Whitney Books, Inc.	FL

**THIRD:** The terms and conditions of the merger are as follows:

100% of the LLC shall be merged into the corporation.

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

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

Surviving corporation owns 100% of interest of merging LLC.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

N/A

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

All parties were formed under the laws of Florida.

**EIGHTH:** Other provisions, if any, relating to the merger:

None.

*(Attach additional sheet(s) if necessary)*