

PO50000037346

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

POS 37346

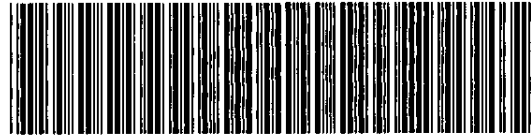
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12/15/10--01031--001 **55.00

EFFECTIVE DATE

12/31/10

10 DEC 29 AM 8:55

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

N. Gulligan DEC 29 2010

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: A Children's Kastle Early Learning Center, Inc.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Karen A. Liebler

Contact Person

A Children's Kastle Early Learning Center, Inc.

Firm/Company

950 S. Mulrennan Rd.

Address

Valrico, FL 33594

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karen A. Liebler

Name of Contact Person

at (813)

654-9500

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 16, 2010

KAREN A. LIEBLER
950 S. MULRENNAN ROAD
VALRICO, FL 33594

SUBJECT: A CHILDREN'S KASTLE EARLY LEARNING CENTER, INC.
Ref. Number: P05000037346

We have received your document for A CHILDREN'S KASTLE EARLY LEARNING CENTER, INC. and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You did not include the Plan of Merger. I am enclosing the forms.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 510A00029114

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 DEC 29 AM 8:55

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Liebler Holdings, LLC	New York	LLC
A Children's Kastle Early Learning Center, Inc.	FL	Corp

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
A Children's Kastle Early Learning Center, Inc.	FL	Corp

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2010

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

n/a

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

n/a

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

n/a


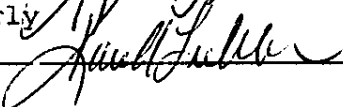
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Liebler Holdings, LLC		Karen A. Liebler
A Children's Kastle Early Learning Center, Inc.		Karen A. Liebler

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 29 AM 8:55

AGREEMENT AND PLAN OF MERGER

between

**LIEBLER HOLDINGS, LLC,
a New York Limited Liability Company**

with and into

**A CHILDREN'S KASTLE EARLY LEARNING CENTER, INC.,
a Florida Corporation**

dated as of

11-2-10, 2010

This AGREEMENT AND PLAN OF MERGER is entered into as of November 2, 2010, between A CHILDREN'S KASTLE EARLY LEARNING CENTER, INC., a Florida corporation, hereinafter referred to as the "Surviving Entity," and LIEBLER HOLDINGS, LLC, a New York limited liability company, hereinafter referred to as the "Absorbed Entity."

WHEREAS, the Surviving Entity is a corporation organized and validly existing under the laws of the State of Florida, with its principal office at 950 South Mulrennan Road, Valrico, Florida, 33594; and

WHEREAS, Karen A. Liebler owns one hundred percent (100%) of the issued and outstanding shares of common stock of the Surviving Entity. The authorized number of shares will not be increased prior to the effective date of the merger; and

WHEREAS, the Absorbed Entity is a limited liability company duly organized and validly existing under the laws of the State of New York with its principal office at 950 South Mulrennan Road, Valrico, Florida, 33594; and

WHEREAS, Karen A. Liebler owns one hundred percent (100%) of the issued and outstanding membership interests of the Absorbed Entity; and

WHEREAS, the board of director of the Surviving Entity and the sole member of the Absorbed Entity deem it desirable and in the best interests of the companies that the Absorbed Entity be merged with and into the Surviving Entity pursuant to the provisions of Sections 607.1108 et seq. of the Florida Business Corporation Act and Article X of the New York Limited Liability Company Law in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and subject to the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent companies agree as follows:

1. **Merger.** The Absorbed Entity shall merge with and into the Surviving Entity. The name of the Surviving Entity shall be and shall remain as A CHILDREN'S KASTLE EARLY LEARNING CENTER, INC., a Florida corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.

3. **Conversion of Membership Interests.** The manner and basis of converting

the membership interests of the Absorbed Entity into shares of the Surviving Entity is as follows:

(a) The entire 100% membership interest of the Absorbed Entity owned by Karen A. Liebler shall be converted into one hundred (100) shares of the common stock of the Surviving Entity, which shares of common stock of the Surviving Entity shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, Karen A. Liebler shall surrender the membership Interests in the Absorbed Entity to the Surviving Entity or its duly appointed agent, in the manner that the Surviving Entity shall legally require. On receipt of the membership interests, the Surviving Entity shall issue and exchange certificates for one (1) share of common stock in the Surviving Entity, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Karen A. Liebler shall not be entitled to dividends payable on shares of stock in the Surviving Entity until a certificate has been issued to her. Then, she shall be entitled to receive any dividends on shares of stock of the Surviving Entity issuable to her under this plan which may have been declared and paid between the effective date of the merger and the issuance to her of the certificate for her shares in the Surviving Entity.

4. Changes in Articles of Incorporation. The articles of incorporation of the Surviving Entity shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in Bylaws. The bylaws of the Surviving Entity shall continue to be its bylaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the Surviving Entity on the effective date of the merger shall continue as the directors and officers of the Surviving Entity for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

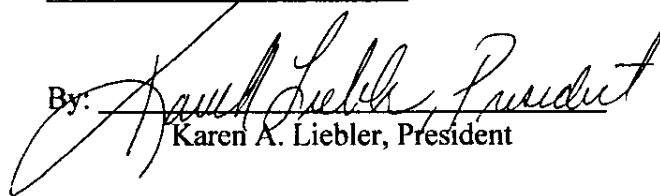
7. Approval by Shareholders. A form of this plan of merger has been submitted and approved by the sole member of the Surviving Entity and the Board of Directors and shareholders of the Absorbed Entity in the manner provided by the applicable laws of the State of Florida and the State of New York, respectively.

8. Effective Date of Merger. The effective date of this merger shall be December 31, 2010.

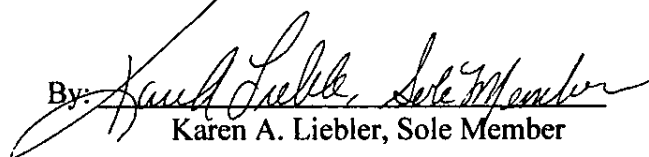
9. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, this AGREEMENT AND PLAN OF MERGER has been duly executed by the parties set forth below as of the date first written above.

A CHILDREN'S KASTLE EARLY
LEARNING CENTER, INC.

By:  President
Karen A. Liebler, President

LIEBLER HOLDINGS, LLC

By:  Sole Member
Karen A. Liebler, Sole Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 29 AM 8:55