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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE**HORTUS CARUS OPERATIONS, INC.**

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ARTICLES OF MERGER

(Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HC Acquisition Sub, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Hortus Carus Operations, Inc.	Florida	P07000127942

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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 ____/____/____ (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.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 27, 2007 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 20, 2007.

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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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:

<u>Name</u>	<u>Jurisdiction</u>
HC Acquisition Sub, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Hortus Carus Operations, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

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

HC Acquisition Sub, Inc., a Delaware corporation ("HC Sub") and wholly owned subsidiary of Global Healthcare & Education Management, Inc., a Delaware corporation ("GHEM"), will merge with Hortus Carus Operations, Inc., a Florida corporation ("HCO"), whereby HC Sub will be the surviving corporation and GHEM will issue 10,000,000 shares of GHEM common stock and 10,000,000 warrants in exchange for all of the issued and outstanding shares of HCO capital stock.

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:

GHEM shall issue to HCO shareholders, pro rata, 10,000,000 shares of its common stock and 10,000,000 warrants in exchange for all of the issued and outstanding shares of HCO capital stock

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

HC Acquisition Sub, Inc., a Delaware corporation has amended its Certificate of Incorporation by restating Article FIRST in its entirety as follows: "FIRST: The name of the Corporation is Hortus Carus Operations, Inc."

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

HC Acquisition Sub, Inc.

Michael Knopf, President

Hortus Carus Operations, Inc.

Mark Kallan, President

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