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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

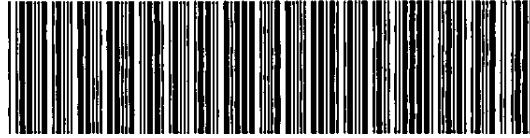
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TREASURY DEPARTMENT

FILED  
T. LEMIEUX  
JUL 07 2016

*Murphy*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Universal Education Strategies, Inc.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Daria Buscema  
Contact Person  
Universal Education Strategies, Inc.  
Firm/Company  
2649 Gulf To Bay Boulevard  
Address  
Clearwater, FL 33759  
City, State and Zip Code  
on file  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daria Buscema at (727) 451-5698, ext. 1004  
Name of Contact Person Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**ARTICLES OF MERGER OF  
Rue Educational Publishers, LLC, Career Learning Institute, LLC, Study Smart, LLC,  
Innovative Academic Solutions, LLC  
INTO  
UNIVERSAL EDUCATION STRATEGIES, INC.**

The following Articles of Merger are being submitted in accordance with Sections 605.1025 and 607.1109, Florida Statutes.

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

Name: **Rue Educational Publishers, LLC**  
Address: 2649 Gulf To Bay Boulevard  
Clearwater, FL 33759  
Entity Type: a Florida Limited Liability Company  
FL Document No.: L09000094742  
FEIN: 35-1851150

Name: **Career Learning Institute, LLC**  
Address: 2649 Gulf To Bay Boulevard  
Clearwater, FL 33759  
Entity Type: a Florida Limited Liability Company  
FL Document No.: L09000094774  
FEIN: 32-0284270

Name: **Study Smart, LLC**  
Address: 2649 Gulf To Bay Boulevard  
Clearwater, FL 33759  
Entity Type: a Florida Limited Liability Company  
FL Document No.: L10000005142  
FEIN: 27-1765055

Name: **Innovative Academic Solutions, LLC**  
Address: 2649 Gulf To Bay Boulevard  
Clearwater, FL 33759  
Entity Type: a Florida Limited Liability Company  
FL Document No.: L09000094807  
FEIN: 30-0558658

2018 JUL - 1 A 10 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

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

Name: UNIVERSAL EDUCATION STRATEGIES, INC.  
Address: 2649 Gulf To Bay Boulevard  
Clearwater, FL 33759  
Entity Type: a Florida business corporation  
FL Document No.: P09000081830  
FEIN: 35-1799875

**THIRD:** The attached Plan of Merger meets the requirements of Sections 605.1022 and 607.1108, Florida Statutes, and was approved by each limited liability company and domestic corporation that is a party to the merger, in accordance with Chapters 605 and 607, Florida Statutes, respectively.

**FOURTH:** The merger is permitted under the laws of Florida, which is the only applicable jurisdiction, and is not prohibited by the Articles of Incorporation or Bylaws of any corporation that is a party to the merger or by the Articles of Organization or Operating Agreement of any limited liability company that is a party to the merger.

**FIFTH:** The Plan of Merger was duly adopted by the joint written consent of the sole Manager and of the Members holding 100% of the interests of each of **Rue Educational Publishers, LLC, Career Learning Institute, LLC, Study Smart, LLC, Innovative Academic Solutions, LLC** pursuant to Section 605.04073, which constituted a sufficient number of votes to approve the Plan of Merger. The Plan of Merger was duly adopted by the Joint Written Consent of the Board of Directors and all of the stockholders of **Universal Education Strategies, Inc.** pursuant to F.S. Sections 607.0704 and 607.0821, which, in each such case, constituted a sufficient number of votes to approve the Plan of Merger.

**SIXTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

**EIGHTH:** All members of the merging entities set forth in these Articles of Merger have voted in favor of the merger, and therefore were not entitled to appraisal rights under the provisions of ss 605.1006 and 605.1061-605.1072.

**NINTH:** These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, each of the named merging parties and the surviving party hereto have each caused these Articles of Merger to be executed by their duly authorized representatives.

**RUE EDUCATIONAL PUBLISHERS, LLC**

By: UNIVERSAL EDUCATION STRATEGIES, INC.  
Its: Sole Manager

By: Barbara J. Haagsma  
Barbara J. Haagsma, President

**CAREER LEARNING INSTITUTE, LLC**

By: UNIVERSAL EDUCATION STRATEGIES, INC.  
Its: Sole Manager

By: Barbara J. Haagsma  
Barbara J. Haagsma, President

**STUDY SMART, LLC**

By: UNIVERSAL EDUCATION STRATEGIES, INC.  
Its: Sole Manager

By: Barbara J. Haagsma  
Barbara J. Haagsma, President

**INNOVATIVE ACADEMIC SOLUTIONS, LLC**

By: UNIVERSAL EDUCATION STRATEGIES, INC.  
Its: Sole Manager

By: Barbara J. Haagsma  
Barbara J. Haagsma, President

**UNIVERSAL EDUCATION STRATEGIES, INC.**

By: Barbara J. Haagsma  
Barbara J. Haagsma, President

**JOINT ACTION BY WRITTEN CONSENT  
OF THE MEMBERS AND MANAGER OF:**

**Rue Educational Publishers, LLC,  
Career Learning Institute, LLC,  
Study Smart, LLC, and  
Innovative Academic Solutions, LLC**

The undersigned, being all of the members of **Rue Educational Publishers, LLC, Career Learning Institute, LLC, Study Smart, LLC, and Innovative Academic Solutions, LLC**, each of them a Florida limited liability company organized and existing under the laws of the State of Florida and all of them located at 2649 Gulf to Bay Boulevard, Clearwater, FL 33759 (jointly, the "Companies"), and the manager of each of the Companies, do hereby take the following action by unanimous written consent pursuant to the provisions of Section 605.04073, Florida Statutes:

WHEREAS the undersigned members desire that the Companies be merged with and into Universal Education Strategies, Inc., a Florida corporation ("UES"), so that UES is the surviving entity in the merger;

WHEREAS, UES has agreed to such merger and to assume the assets and liabilities of the Companies as a result of such merger, without further consideration other than as set forth in the Plan of Merger attached hereto as Exhibit A (the "Plan of Merger");

WHEREAS, the undersigned managers of each of the Companies believe that it is in the best interests of the Companies to merge with and into UES pursuant to the Plan of Merger;

WHEREAS, all of the undersigned members and managers have reviewed the Plan of Merger and agree with the terms thereof.

NOW THEREFORE, it is

RESOLVED, that the Plan of Merger is hereby approved.

FURTHER RESOLVED, that all actions by the Manager of each of the Companies in connection with the merger of the businesses, their respective assets and liabilities, all as set out in the Plan of Merger, be and the same hereby are ratified, approved and confirmed in all respects as being in the best interests of the Companies and its members.

FURTHER RESOLVED, that the Manager of each of the Companies is hereby authorized and directed to execute the Plan of Merger on behalf of each of the Companies, and any and all

further documents as may be necessary and required in order to effectuate the foregoing resolution in consummating the merger of the subject entities.

IN WITNESS THEREOF, the members and manager have caused these presents to be signed this this 29 day of June 2016, in their capacities as indicated below.

**RUE EDUCATIONAL PUBLISHERS, LLC**

MEMBERS: % Interest

D. Paul Haagsma 50%

Barbara J. Haagsma 50%

MANAGER: UNIVERSAL EDUCATION STRATEGIES, Inc.

By: Barbara J. Haagsma  
Barbara J. Haagsma  
Its: President

**CAREER LEARNING INSTITUTE, LLC**

MEMBERS: % Interest

D. Paul Haagsma 50%

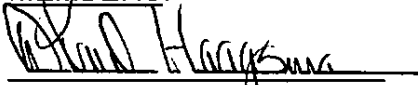
Barbara J. Haagsma 50%

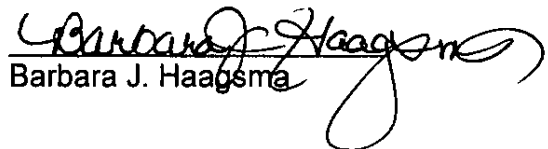
MANAGER: UNIVERSAL EDUCATION STRATEGIES, Inc.

By: Barbara J. Haagsma  
Barbara J. Haagsma  
Its: President

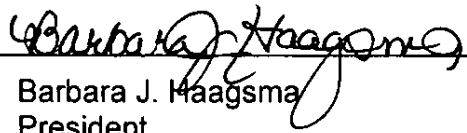
**STUDY SMART, LLC**

MEMBERS: % Interest

  
D. Paul Haagsma 50%

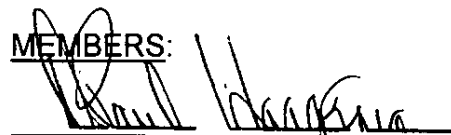
  
Barbara J. Haagsma 50%

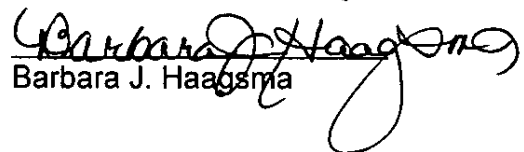
MANAGER: UNIVERSAL EDUCATION STRATEGIES, Inc.

By:   
Barbara J. Haagsma  
Its: President


**INNOVATIVE ACADEMIC SOLUTIONS, LLC**

MEMBERS: % Interest

  
D. Paul Haagsma 50%

  
Barbara J. Haagsma 50%

MANAGER: UNIVERSAL EDUCATION STRATEGIES, Inc.

By:   
Barbara J. Haagsma  
Its: President



The following Plan of Merger is submitted in accordance with F.S §607.1101 (Florida Business Corporation Act) and F.S. §605.1021 (Florida Revised Limited Liability Company Act).

## **PLAN OF MERGER**

By and Among

UNIVERSAL EDUCATION STRATEGIES, INC.

and

RUE EDUCATIONAL PUBLISHERS, LLC, CAREER LEARNING INSTITUTE, LLC,

STUDY SMART, LLC, and INNOVATIVE ACADEMIC SOLUTIONS, LLC

This Plan of Merger, dated as of the 29th day of June, 2016, by and among UNIVERSAL EDUCATION STRATEGIES, INC. a Florida corporation (the "UES" or the "Surviving Entity"), and RUE EDUCATIONAL PUBLISHERS, LLC, a Florida limited liability company ("RUE"), CAREER LEARNING INSTITUTE, LLC, a Florida limited liability company ("CLI"), STUDY SMART, LLC, a Florida limited liability company ("STUDY") and INNOVATIVE ACADEMIC SOLUTIONS, LLC, a Florida limited liability company ("INNOVATIVE") (each and any of RUE, CLI, STUDY, and INNOVATIVE may be hereby individually referred to as a "Merging Entity" and all of them, jointly, as the "Merging Entities").

### W I T N E S S E T H:

WHEREAS, UES and the Merging Entities, together with Paul Haagsma and Barbara Haagsma as Sellers of the membership interests of the Merging Entities, have adopted resolutions effective as of June 29, 2016, agreeing to a Merger between the Merging Entities and UES, pursuant to which each of the Merging Entities will merge with and into UES (the "Merger") and UES will be the surviving entity in the Merger in accordance with the requirements the Florida Revised Limited Liability Company Act and of the Florida Business Corporations Act (jointly, the "Acts").

WHEREAS, each of the members of the Surviving Entity and of each Merging Entity have, respectively, approved this Plan of Merger and the Merger in accordance with the applicable provisions of the Acts, and the terms of the respective governing documents of each Merging Entity and UES.

NOW THEREFORE, in consideration of the premises and the representations, warranties, covenants and agreements contained herein, the parties hereto agree that the terms and the conditions of the Merger, the mode of carrying it into effect, and the manner of converting and exchanging the membership interests in the Merging Entities and UES shall be as follows:

**FIRST:** The surviving entity shall be Universal Education Strategies, Inc., a Florida corporation (the "Surviving Entity").

**SECOND:** Subject to and in accordance with the provisions of this Plan of Merger, Articles of Merger in compliance with F.S. §607.1105 (the “Articles of Merger”) shall be executed by each of the Surviving Entity and the Merged Entities. On the Effective Date (as defined below), the separate existence of each Merging Entity shall cease and each Merging Entity shall be merged with and into the Surviving Entity. The Surviving Entity shall continue as a corporation organized under the Florida Business Corporations Act, unaffected and unimpaired by the Merger, and all liabilities of each Merging Entity shall attach to the Surviving Entity. The name and jurisdiction of each of the Merging Entities is as follows:

- Rue Educational Publishers, LLC, a Florida limited liability company,
- Career Learning Institute, LLC, a Florida limited liability company,
- Study Smart, LLC, a Florida limited liability company, and
- Innovative Academic Solutions, LLC, a Florida limited liability company.

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

a. **Surviving Entity Successor to each Merging Entity.** On the Effective Date, the separate existence of each Merging Entity shall cease, and all of the right, title and interest of each Surviving Entity in all of its property, whether real or personal and mixed, tangible or intangible, shall be vested in the Surviving Entity without reversion or impairment, and without the necessity for any further or separate transfer, assignment or other act or deed, as provided by §605.1026 of the Florida Revised Limited Liability Company Act and by § 607.1106 of the Florida Business Corporation Act. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entities, and neither rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the Merger.

b. **Articles of Incorporation and Bylaws.** The Articles of Incorporation of the Surviving Entity filed with the Secretary of State of the State of Florida shall continue to be its Articles of Incorporation following the Effective Date. The Bylaws of the Surviving Entity shall continue to be its Bylaws following the Effective Date.

c. **Filing.** The officers of the Surviving Entity shall cause to be filed a certified copy of the Articles of Merger in the office of the official who is the recording officer of each county in the State of Florida in which real property of each Merging Entity is situated in order to effectuate transfer of title to the Surviving Entity.

d. **Effective Date.** The Merger shall become effective at 11:59 pm on the 30th day of June, 2016 (the “Effective Date”).

e. **Termination.** This Plan of Merger may be terminated and the Merger abandoned only upon the revocation by the members of the Merging Entities or of the Surviving Entity of the resolutions adopting the Merger at any time prior to the Effective Date.

f. **Amendment.** This Plan of Merger may be amended only by a written amendment adopted by all the parties hereto at any time prior to the Effective Date.

g. **Directors of Surviving Entity.** The directors of the Surviving Entity and their addresses shall be as follows:

D. Paul Haagsma -- 2649 Gulf To Bay Boulevard, Clearwater, FL 33759

Barbara J. Haagsma -- 2649 Gulf To Bay Boulevard, Clearwater, FL 33759

h. **Officers of Surviving Entity.** The officers of the Surviving Entity shall be as follows:

Barbara J. Haagsma - President, 2649 Gulf To Bay Boulevard, Clearwater, FL 33759

D. Paul Haagsma- Vice President, 2649 Gulf To Bay Boulevard, Clearwater, FL 33759

i. **Registered Agent.** The Registered Agent of the Surviving Entity in Florida and her address shall be as follows:

Barbara J. Haagsma  
2649 Gulf To Bay Boulevard  
Clearwater, FL 33759

**FOURTH:** The manner and basis of converting the interests of the Merging Entities into shares, obligations or other securities of the Surviving Entity or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares, obligations or other securities of the Surviving Entity or, in whole or in part, into cash or other property shall be as follows:

On the Effective Date, by virtue of the Merger and without any action on the part of the holders of any of the membership interests of any Merging Entity or the Surviving Entity, the following shall occur:

(a) The membership interests in each Merging Entity outstanding immediately prior to the Effective Date, all as set forth on Schedule A hereto (the "Membership Interests"), shall be cancelled and shall cease to exist; and

(b) The Membership Interests shall become, by virtue of Merger, stock interests of the Surviving Entity, with the rights, duties and obligations described in the Surviving Entity's Articles of Incorporation and Bylaws, such that, upon the Effective Date of the Merger, the stock ownership of the Surviving Entity shall be as set forth on Schedule B attached hereto, and all parties hereto agree that the consideration given for the Membership Interests is fair and reflects the fair market value of such interests as a group.

**FIFTH:** Miscellaneous provisions:

5.1 This Plan of Merger may be executed in two or more counterparts, each of which, when so executed, shall be deemed an original and such counterparts shall together constitute but one and the same instrument.

5.2 This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have each caused this Plan of Merger to be executed by their duly authorized representatives.

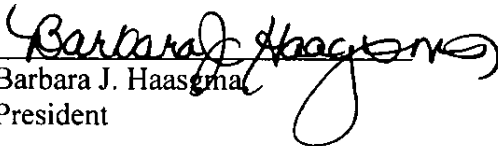
SURVIVING ENTITY:

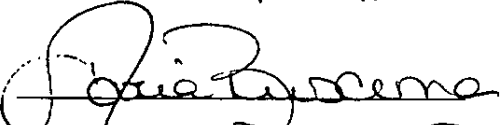
WITNESSES:

**UNIVERSAL EDUCATION STRATEGIES, INC.,**  
a Florida corporation



PRINT NAME: Dylan Hepp

By:   
Barbara J. Haagsma  
President



PRINT NAME: Daria Buscema

STATE OF FLORIDA        )  
  ) ss:  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 29 day of June, 2016 by Barbara J. Haagsma, as President of Universal Education Strategies, Inc., a Florida corporation,. She has produced a FLH driver's license as identification and did not take an oath.

  
NOTARY PUBLIC-STATE OF FLORIDA



Print Name: Daria Buscema  
Certificate No: FF048432

My Commission Expires: 10/24/17

MERGING ENTITIES

“RUE”

WITNESSES:

[Signature]  
(print name) Dylan Hopp

**RUE EDUCATIONAL PUBLISHERS, LLC**, a  
Florida limited liability company

By: **UNIVERSAL EDUCATION TRATEGIES, INC.**  
Its: Sole Manager

[Signature]  
(print name) Daria Buscema

By: [Signature]  
Barbara J. Haagsma, President

STATE OF FLORIDA        )  
  ) ss:  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 29 day of July 2016, by Barbara J. Haagsma, as President of the Sole Manager of Rue Educational Publishers, LLC, a Florida limited liability company. She has produced a FLD driver's license as identification and did not take an oath.

[Signature]  
NOTARY PUBLIC-STATE OF FLORIDA



Print Name: Daria Buscema  
Certificate No: FF 048432  
My Commission Expires: 10/24/17

“CLI”

WITNESSES:

[Signature]  
(print name) Dylan Hopp

**CAREER LEARNING INSTITUTE, LLC**, a  
Florida limited liability company

By: **UNIVERSAL EDUCATION TRATEGIES, INC.**  
Its: Sole Manager

[Signature]  
(print name) Daria BUSCEMA

By: [Signature]  
Barbara J. Haagsma, President

STATE OF FLORIDA        )  
  ) ss:  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 29 day of June, 2016, by Barbara J. Haagsma, as President of the Sole Manager of Career Learning Institute, LLC, a Florida limited liability company. She has produced a FL DL driver's license as identification and did not take an oath.

Daria Buscema  
NOTARY PUBLIC-STATE OF FLORIDA



Print Name: Daria Buscema  
Certificate No: FF 048432  
My Commission Expires: 10/24/17

“STUDY SMART”

WITNESSES:

Dylan Hopp  
(print name) Dylan Hopp

STUDY SMART, LLC, a Florida limited liability company

By: UNIVERSAL EDUCATION STRATEGIES, INC.  
Its: Sole Manager

Daria Buscema  
(print name) Daria Buscema

By: Barbara J. Haagsma  
Barbara J. Haagsma, President

STATE OF FLORIDA        )  
  ) ss:  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 29 day of June, 2016, by Barbara J. Haagsma, as President of the Sole Manager of Study Smart, LLC, a Florida limited liability company. She has produced a FL DL driver's license as identification and did not take an oath.

Daria Buscema  
NOTARY PUBLIC-STATE OF FLORIDA



Print Name: Daria Buscema  
Certificate No: FF 048432  
My Commission Expires: 10/24/17

“INNOVATIVE”

WITNESSES:

[Signature]

(print name) Dylan Hopp

INNOVATIVE ACADEMIC SOLUTIONS, LLC,  
a Florida limited liability company

By: UNIVERSAL EDUCATION STRATEGIES, INC.  
Its: Sole Manager

[Signature] By: [Signature]  
(print name) Daria Buscema Barbara J. Haagsma, President

STATE OF FLORIDA        )  
  ) ss:  
COUNTY OF PINELLAS        )

The foregoing instrument was acknowledged before me this 29 day of June 2016, by Barbara J. Haagsma, as President of the Sole Manager of Innovative Academic Solutions, LLC, a Florida limited liability company. She has produced a FL driver's license as identification and did not take an oath.



[Signature]  
NOTARY PUBLIC-STATE OF FLORIDA

Print Name: Daria Buscema  
Certificate No: FF 048432

My Commission Expires: 10/24/17

**SCHEDULE A**  
**Membership Interests in the Merging Entities**

<b>Merging entity</b>	<b>Ownership percentage by D. Paul Haagsma</b>	<b>Ownership percentage by Barbara J. Haagsma</b>
Rue Educational Publishers, LLC	50%	50%
Career Learning Institute, LLC	50%	50%
Study Smart, LLC	50%	50%
Innovative Academic Solutions, LLC	50%	50%



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**SCHEDULE B**  
**Interests in the Surviving Entity Upon Effectiveness of Merger**

**STOCKHOLDINGS IN UNIVERSAL EDUCATION STRATEGIES, INC. POST MERGER**

<b>Stockholder name</b>	<b>Class`</b>	<b>Number of Shares</b>	<b>Percentage Interest</b>
Barbara J. Haagsma	Common	5,100,000	51%
D. Paul Haagsma	Common	4,900,000	49%
		Total =	100%

**JOINT ACTION BY WRITTEN CONSENT  
OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF:**

**Universal Education Strategies, Inc.**

The undersigned, being all of the shareholders and all of the directors of **Universal Education Strategies, Inc.**, a Florida corporation (the "Corporation"), located at 2649 Gulf to Bay Boulevard, Clearwater, FL 33759, do hereby take the following action by unanimous written consent pursuant to the provisions of Section 605.04073, Florida Statutes:

WHEREAS the undersigned shareholders desire that the Rue Educational Publishers, LLC, Career Learning Institute, LLC, Study Smart, LLC, and Innovative Academic Solutions, LLC (jointly, the "Merged Entities") be merged with and into the Corporation, so that the Corporation is the surviving entity in the merger;

WHEREAS, Corporation wishes to assume the assets and liabilities of the Merged Entities as a result of such merger, without further consideration other than as set forth in the Plan of Merger attached hereto as Exhibit A (the "Plan of Merger");

WHEREAS, the undersigned shareholders and directors of the Corporation believe that it is in the best interests of the Corporation to merge with the Merged Entities so that they are absorbed by the Corporation pursuant to the Plan of Merger;

WHEREAS, all of the undersigned shareholders and directors have reviewed the Plan of Merger and agree with the terms thereof.

NOW THEREFORE, it is

RESOLVED, that the Plan of Merger be and hereby is approved.

FURTHER RESOLVED, that all actions by the President or other authorized officers of the Corporation in connection with the merger of the Merged Entities' businesses into the Corporation, including their respective assets and liabilities, all as set out in the Plan of Merger, be and the same hereby are ratified, approved and confirmed in all respects as being in the best interests of the Corporation and its shareholders.

FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to execute the Plan of Merger on behalf of the Corporation, and any and all further documents as may be necessary and required in order to effectuate the foregoing resolution in consummating the merger of the subject entities.



**CERTIFIED TRUE COPY**



The following Plan of Merger is submitted in accordance with F.S §607.1101 (Florida Business Corporation Act) and F.S. §605.1021 (Florida Revised Limited Liability Company Act).

**PLAN OF MERGER**

By and Among

UNIVERSAL EDUCATION STRATEGIES, INC.

and

RUE EDUCATIONAL PUBLISHERS, LLC, CAREER LEARNING INSTITUTE, LLC,

STUDY SMART, LLC, and INNOVATIVE ACADEMIC SOLUTIONS, LLC

This Plan of Merger, dated as of the 29th day of June, 2016, by and among UNIVERSAL EDUCATION STRATEGIES, INC. a Florida corporation (the "UES" or the "Surviving Entity"), and RUE EDUCATIONAL PUBLISHERS, LLC, a Florida limited liability company ("RUE"), CAREER LEARNING INSTITUTE, LLC, a Florida limited liability company ("CLI"), STUDY SMART, LLC, a Florida limited liability company ("STUDY") and INNOVATIVE ACADEMIC SOLUTIONS, LLC, a Florida limited liability company ("INNOVATIVE") (each and any of RUE, CLI, STUDY, and INNOVATIVE may be hereby individually referred to as a "Merging Entity" and all of them, jointly, as the "Merging Entities").

WITNESSETH:

WHEREAS, UES and the Merging Entities, together with Paul Haagsma and Barbara Haagsma as Sellers of the membership interests of the Merging Entities, have adopted resolutions effective as of June 29, 2016, agreeing to a Merger between the Merging Entities and UES, pursuant to which each of the Merging Entities will merge with and into UES (the "Merger") and UES will be the surviving entity in the Merger in accordance with the requirements the Florida Revised Limited Liability Company Act and of the Florida Business Corporations Act (jointly, the "Acts").

WHEREAS, each of the members of the Surviving Entity and of each Merging Entity have, respectively, approved this Plan of Merger and the Merger in accordance with the applicable provisions of the Acts, and the terms of the respective governing documents of each Merging Entity and UES.

NOW THEREFORE, in consideration of the premises and the representations, warranties, covenants and agreements contained herein, the parties hereto agree that the terms and the conditions of the Merger, the mode of carrying it into effect, and the manner of converting and exchanging the membership interests in the Merging Entities and UES shall be as follows:

**FIRST:** The surviving entity shall be Universal Education Strategies, Inc., a Florida corporation (the "Surviving Entity").

**SECOND:** Subject to and in accordance with the provisions of this Plan of Merger, Articles of Merger in compliance with F.S. §607.1105 (the "Articles of Merger") shall be executed by each of the Surviving Entity and the Merged Entities. On the Effective Date (as defined below), the separate existence of each Merging Entity shall cease and each Merging Entity shall be merged with and into the Surviving Entity. The Surviving Entity shall continue as a corporation organized under the Florida Business Corporations Act, unaffected and unimpaired by the Merger, and all liabilities of each Merging Entity shall attach to the Surviving Entity. The name and jurisdiction of each of the Merging Entities is as follows:

- Rue Educational Publishers, LLC, a Florida limited liability company,
- Career Learning Institute, LLC, a Florida limited liability company,
- Study Smart, LLC, a Florida limited liability company, and
- Innovative Academic Solutions, LLC, a Florida limited liability company.

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

a. **Surviving Entity Successor to each Merging Entity.** On the Effective Date, the separate existence of each Merging Entity shall cease, and all of the right, title and interest of each Surviving Entity in all of its property, whether real or personal and mixed, tangible or intangible, shall be vested in the Surviving Entity without reversion or impairment, and without the necessity for any further or separate transfer, assignment or other act or deed, as provided by §605.1026 of the Florida Revised Limited Liability Company Act and by § 607.1106 of the Florida Business Corporation Act. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entities, and neither rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the Merger.

b. **Articles of Incorporation and Bylaws.** The Articles of Incorporation of the Surviving Entity filed with the Secretary of State of the State of Florida shall continue to be its Articles of Incorporation following the Effective Date. The Bylaws of the Surviving Entity shall continue to be its Bylaws following the Effective Date.

c. **Filing.** The officers of the Surviving Entity shall cause to be filed a certified copy of the Articles of Merger in the office of the official who is the recording officer of each county in the State of Florida in which real property of each Merging Entity is situated in order to effectuate transfer of title to the Surviving Entity.

d. **Effective Date.** The Merger shall become effective at 11:59 pm on the 30th day of June, 2016 (the "Effective Date").

e. **Termination.** This Plan of Merger may be terminated and the Merger abandoned only upon the revocation by the members of the Merging Entities or of the Surviving Entity of the resolutions adopting the Merger at any time prior to the Effective Date.

f. **Amendment.** This Plan of Merger may be amended only by a written amendment adopted by all the parties hereto at any time prior to the Effective Date.

g. **Directors of Surviving Entity.** The directors of the Surviving Entity and their addresses shall be as follows:

D. Paul Haagsma -- 2649 Gulf To Bay Boulevard, Clearwater, FL 33759

Barbara J. Haagsma -- 2649 Gulf To Bay Boulevard, Clearwater, FL 33759

h. **Officers of Surviving Entity.** The officers of the Surviving Entity shall be as follows:

Barbara J. Haagsma - President, 2649 Gulf To Bay Boulevard, Clearwater, FL 33759

D. Paul Haagsma- Vice President, 2649 Gulf To Bay Boulevard, Clearwater, FL 33759

i. **Registered Agent.** The Registered Agent of the Surviving Entity in Florida and her address shall be as follows:

Barbara J. Haagsma  
2649 Gulf To Bay Boulevard  
Clearwater, FL 33759

**FOURTH:** The manner and basis of converting the interests of the Merging Entities into shares, obligations or other securities of the Surviving Entity or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares, obligations or other securities of the Surviving Entity or, in whole or in part, into cash or other property shall be as follows:

On the Effective Date, by virtue of the Merger and without any action on the part of the holders of any of the membership interests of any Merging Entity or the Surviving Entity, the following shall occur:

(a) The membership interests in each Merging Entity outstanding immediately prior to the Effective Date, all as set forth on Schedule A hereto (the "Membership Interests"), shall be cancelled and shall cease to exist; and

(b) The Membership Interests shall become, by virtue of Merger, stock interests of the Surviving Entity, with the rights, duties and obligations described in the Surviving Entity's Articles of Incorporation and Bylaws, such that, upon the Effective Date of the Merger, the stock ownership of the Surviving Entity shall be as set forth on Schedule B attached hereto, and all parties hereto agree that the consideration given for the Membership Interests is fair and reflects the fair market value of such interests as a group.

**FIFTH:** Miscellaneous provisions:

5.1 This Plan of Merger may be executed in two or more counterparts, each of which, when so executed, shall be deemed an original and such counterparts shall together constitute but one and the same instrument.



WITNESSES:

[Signature]  
(print name) Dylan Hopp

**RUE EDUCATIONAL PUBLISHERS, LLC**, a Florida limited liability company

By: **UNIVERSAL EDUCATION STRATEGIES, INC.**  
Its: Sole Manager

[Signature]  
(print name) Daria Buscema

By: [Signature]  
Barbara J. Haagsma, President

STATE OF FLORIDA        )  
  ) ss:  
COUNTY OF PINELLAS        )

The foregoing instrument was acknowledged before me this 29 day of June 2016, by Barbara J. Haagsma, as President of the Sole Manager of Rue Educational Publishers, LLC, a Florida limited liability company. She has produced a FLN driver's license as identification and did not take an oath.

[Signature]  
NOTARY PUBLIC-STATE OF FLORIDA



Print Name: Daria Buscema  
Certificate No: FF 048432  
My Commission Expires: 10/24/17

"CLI"

WITNESSES:

[Signature]  
(print name) Dylan Hopp

**CAREER LEARNING INSTITUTE, LLC**, a Florida limited liability company

By: **UNIVERSAL EDUCATION STRATEGIES, INC.**  
Its: Sole Manager

[Signature]  
(print name) Daria BUSCEMA

By: [Signature]  
Barbara J. Haagsma, President

STATE OF FLORIDA        )  
  ) ss:  
COUNTY OF PINELLAS        )



The foregoing instrument was acknowledged before me this 29 day of June, 2016, by Barbara J. Haagsma, as President of the Sole Manager of Career Learning Institute, LLC, a Florida limited liability company. She has produced a FL DL driver's license as identification and did not take an oath.

Daria Buscema  
NOTARY PUBLIC-STATE OF FLORIDA



Print Name: Daria Buscema  
Certificate No: FF 048432  
My Commission Expires: 10/24/17

“STUDY SMART”

WITNESSES:

Dylan Hopp  
(print name) Dylan Hopp

STUDY SMART, LLC, a Florida limited liability company

By: UNIVERSAL EDUCATION STRATEGIES, INC.  
Its: Sole Manager

Daria Buscema  
(print name) Daria Buscema

By: Barbara J. Haagsma  
Barbara J. Haagsma, President

STATE OF FLORIDA     )  
  ) ss:  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 29 day of June, 2016, by Barbara J. Haagsma, as President of the Sole Manager of Study Smart, LLC, a Florida limited liability company. She has produced a FL DL driver's license as identification and did not take an oath.

Daria Buscema  
NOTARY PUBLIC-STATE OF FLORIDA



Print Name: Daria Buscema  
Certificate No: FF 048432  
My Commission Expires: 10/24/17

“INNOVATIVE”

WITNESSES:

[Signature]

(print name) Dylan Happ

INNOVATIVE ACADEMIC SOLUTIONS, LLC,  
a Florida limited liability company

By: UNIVERSAL EDUCATION STRATEGIES, INC.  
Its: Sole Manager

[Signature] By: [Signature]  
(print name) Daria Buscema Barbara J. Haagsma, President

STATE OF FLORIDA        )  
  ) ss:  
COUNTY OF PINELLAS        )

The foregoing instrument was acknowledged before me this 29 day of June 2016, by Barbara J. Haagsma, as President of the Sole Manager of Innovative Academic Solutions, LLC, a Florida limited liability company. She has produced a FL DL driver's license as identification and did not take an oath.

[Signature]  
NOTARY PUBLIC-STATE OF FLORIDA



Print Name: Daria Buscema  
Certificate No: FF 048432

My Commission Expires: 10/24/17

**SCHEDULE A**  
**Membership Interests in the Merging Entities**

<b>Merging entity</b>	<b>Ownership percentage by D. Paul Haagsma</b>	<b>Ownership percentage by Barbara J. Haagsma</b>
Rue Educational Publishers, LLC	50%	50%
Career Learning Institute, LLC	50%	50%
Study Smart, LLC	50%	50%
Innovative Academic Solutions, LLC	50%	50%

**SCHEDULE B**  
**Interests in the Surviving Entity Upon Effectiveness of Merger**

STOCKHOLDINGS IN UNIVERSAL EDUCATION STRATEGIES, INC. POST MERGER

<b>Stockholder name</b>	<b>Class`</b>	<b>Number of Shares</b>	<b>Percentage Interest</b>
Barbara J. Haagsma	Common	5,100,000	51%
D. Paul Haagsma	Common	4,900,000	49%
		Total =	100%