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**To:**

Division of Corporations  
 Fax Number : (850)617-6380

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
 Account Number : 110432003053  
 Phone : (561)694-8107  
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*merger*  
 DEC 10 2014

R. WHITE

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**MERGER OR SHARE EXCHANGE**  
**Educational Compliance Management, Inc.**

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

## 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)
Educational Compliance Management, Inc.	Florida	P14000095792

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Educational Compliance Management, Inc.	New York	N/A
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 12/31/14 (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 December 5, 2014

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 5, 2014

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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Educational Compliance Management, Inc. (FL)**

**Randy Rock, President**

Ron S. Roth

**Educational Compliance Management, Inc. (NY)**

**Randy Rock, President**

Rozay Ph

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**EDUCATIONAL COMPLIANCE MANAGEMENT, INC.**  
**(a New York corporation)**  
**INTO**  
**EDUCATIONAL COMPLIANCE MANAGEMENT, INC.**  
**(a Florida corporation)**

This Agreement and Plan of Merger (the "Agreement"), dated December 5, 2014, has been adopted by the written consent of the board of directors of Educational Compliance Management, Inc., a New York corporation ("ECM-NY") and by the written consent of the board of Directors of Educational Compliance Management, Inc., a Florida corporation ("ECM-FL"), pursuant to Section 907 of the Business Corporation Law of the State of New York and Section 607.1107 of the Business Corporation Act of the State of Florida. The board of directors of ECM-NY and the board of directors of ECM-FL have submitted this Agreement to their respective shareholders entitled to vote thereon for their approval and each such shareholder has approved this Agreement. ECM-NY and ECM-FL agree as follows:


1. Names of Constituent Corporations:
  - (a) The names of the constituent corporations are Educational Compliance Management, Inc., a New York corporation and Educational Compliance Management, Inc., a Florida corporation.
  - (b) The name of the surviving corporation is Educational Compliance Management, Inc., a Florida corporation.
2. Effective Date. The effective date of the merger of ECM-NY into ECM-FL (the "Merger") will be upon the filing of a Certificate of Merger with the Department of State of the State of New York and Articles of Merger

with the Department of State of the State of Florida as of December 31, 2014 at 11:59 p.m. (the "Effective Date").


3. Merger. On the Effective Date, ECM-NY will be merged with and into ECM-FL, which will continue to be governed by the laws of the State of Florida, and the separate corporate existence of ECM-NY will thereupon cease. The Merger will be pursuant to the provisions and with the effect as provided in the Business Corporation Law of the State of New York and the Business Corporation Act of the State of Florida.
4. Issued and Outstanding Stock.
  - (a) The designation and number of outstanding shares of ECM-NY are 2,000 common shares without par value, all of which are entitled to vote. This number of shares is not subject to change prior to the Effective Date.
  - (b) The designation and number of outstanding shares of ECM-FL are 1,000 common shares with \$1.00 par value per share, all of which are entitled to vote. This number of shares is not subject to change prior to the Effective Date.
5. Cancellation of Stock. Upon the Effective Date, each issued and outstanding common share of ECM-NY will be cancelled upon surrender of all share certificates without any consideration being paid to the shareholders in respect thereof.
6. By-laws. On the Effective Date, the by-laws of ECM-FL, as in effect immediately prior to the Effective Date, will be the by-laws of the surviving corporation.
7. Directors and Officers.
  - (a) The persons who are directors of ECM-FL immediately prior to the Effective Date will, on and after the Effective Date, continue as directors of the surviving corporation without change until their successors have been duly elected and qualified or until their earlier death, removal and resignation.
  - (b) The persons who are officers of ECM-FL immediately prior to the Effective Date will, on and after the Effective Date, continue as officers of the surviving corporation without change until their successors have been duly elected and qualified or until their earlier death, removal or resignation.

IN WITNESS WHEREOF, the President of Educational Compliance  
Management, Inc., a New York corporation, and the President of Educational Compliance  
Management, Inc., a Florida corporation has executed this Agreement as of the day and year first  
above written and hereby affirms, under penalties of perjury, that this Agreement is his act and  
deed.

EDUCATIONAL COMPLIANCE  
MANAGEMENT, INC., a New York corporation

By:   
Name: Randy Rock  
Title: President

EDUCATIONAL COMPLIANCE  
MANAGEMENT, INC., a Florida corporation

By:   
Name: Randy Rock  
Title: President