

P9300002 7569



THE UNITED STATES  
CORPORATION  
COMPANY

FILED  
JUL 27 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 320557 9029A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : July 27, 1999

ORDER TIME : 10:46 AM

ORDER NO. : 320557-005

300002942993--0

CUSTOMER NO: 9029A

CUSTOMER: Bruce Hurwitz, Esq  
Frank Effman Weinberg & Black,  
Second Floor  
8000 Peters Road  
Plantation, FL 33324

Merger

ARTICLES OF MERGER

PINES ASSOCIATES, INC.

INTO

PINES LEARNING CENTRE, INC.

RECEIVED  
59 JUL 27 PM 12:18  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

AJR  
7/27/99

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PINES ASSOCIATES, INC., a Florida corporation P93000027840

,

INTO

**PINES LEARNING CENTRE, INC.,** a Florida corporation, P93000027569.

File date: July 27, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER  
OF  
PINES ASSOCIATES, INC.  
INTO  
PINES LEARNING CENTRE, INC.

FILED  
99 JUL 27 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. PINES ASSOCIATES, INC., a Florida corporation (hereinafter referred to as the "Terminating Corporation"), shall be merged with and into PINES LEARNING CENTRE, INC., a Florida corporation, which shall be the surviving corporation (hereinafter referred to as the "Surviving Corporation").

2. The Plan and Agreement of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was adopted by the directors by written consent on July 14, 1999, and by the majority of the shareholders at a shareholders' meeting on July 26 1999, of the Terminating Corporation, and by the directors by written consent dated July 14, 1999, and by the majority of shareholders at a shareholders' meeting on July 26, 1999, of the Surviving Corporation.

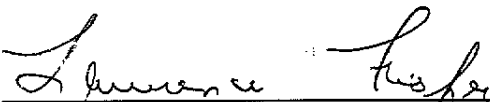
3. The merger shall become effective on the date the Articles of Merger have been filed with the Secretary of State of Florida.

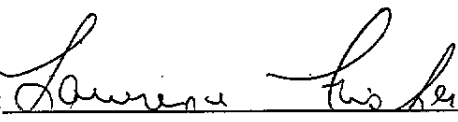
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of July 26, 1999.

PINES LEARNING CENTRE, INC., a  
Florida corporation

PINES ASSOCIATES, INC., a Florida  
corporation

By:   
LESLEY EPSTEIN, President

By:   
LAWRENCE FISHER, President

Attest:   
LAWRENCE FISHER, Secretary

Attest:   
LESLEY EPSTEIN, Secretary

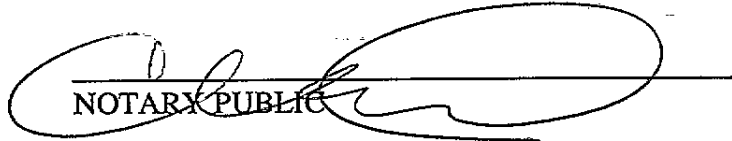
STATE OF FLORIDA       )  
  ):ss  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 26th day of July, 1999, by LAWRENCE FISHER, as President of PINES ASSOCIATES, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced a driver's license as identification.

My Commission Expires:



Christina Duarte  
Commission # CG 841763  
Expires June 14, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
NOTARY PUBLIC

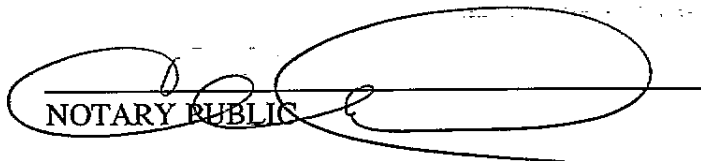
STATE OF FLORIDA       )  
  ):ss  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 26th day of July, 1999, by LESLEY EPSTEIN, as President of PINES LEARNING CENTRE, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced a driver's license as identification.

My Commission Expires:



Christina Duarte  
Commission # CG 841763  
Expires June 14, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
NOTARY PUBLIC

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Plan") is made this 26 day of July, 1999, by and between PINES LEARNING CENTRE, INC., a Florida corporation; and PINE ASSOCIATES, INC., a Florida corporation, said corporations hereinafter collectively referred to as "Constituent Corporations."

### WITNESSETH:

WHEREAS, PINES LEARNING CENTRE, INC. was duly incorporated in the State of Florida and has authorized capital stock of One Thousand (1000) Shares (no par value per share) of common stock (all of which are entitled to vote), and of which One Thousand (1000) Shares of the common voting stock are duly issues and outstanding; and

WHEREAS, PINES LEARNING CENTRE, INC. was duly incorporated in the State of Florida and has authorized capital stock of One Thousand (1000) Shares (no par value per share) of common stock (all of which are entitled to vote), and of which One Thousand (1000) Shares of common voting stock are duly issues and outstanding; and

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable and to their advantage, welfare and best interest to enter into this Plan, and have adopted on July 14, 1999 a resolution, pursuant to the provisions of the Florida Business Corporation Act of the State of Florida, that PINES ASSOCIATES, INC. (hereinafter referred to as the "Terminating Corporation") be merged with and into PINES LEARNING CENTRE, INC. (the "Surviving Corporation") in order to combine the assets and business of the Constituent Corporations for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

NOW THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions set forth hereinbelow:

1. RECITALS. The recitals hereinabove are true and correct and are incorporated herein.

2. AGREEMENT TO MERGER. The Constituent Corporations hereby agree that upon the "Effective Date", as hereinafter defined, the Terminating Corporation shall be merged into the Surviving Corporation.

EXHIBIT A

3. NAME OF MERGER CORPORATION. The name of the Surviving Corporation shall continue to be PINES LEARNING CENTRE, INC.

4. ARTICLES OF INCORPORATION. The Articles of Incorporation of the Surviving Corporation upon the Effective Date of the merger in the State of Florida shall be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

5. BY LAWS. The Bylaws of the Surviving Corporation upon the Effective Date of the merger will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

6. DIRECTORS AND OFFICERS. The directors and officers in office of the Surviving Corporation upon the Effective Date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. MODE OF EFFECTING MERGER. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Terminating Corporation into shares of the Surviving Corporation, shall be as follows:

Since all the shares of the issued and outstanding capital stock of the Terminating Corporation and of the Surviving Corporation are presently owned by the shareholders in the same percentages, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the shareholders after the Effective Date. Upon the Effective Date of the merger, each shareholder of the Terminating Corporation shall surrender his certificate or certificates to the Surviving Corporation and such certificate or certificates shall be canceled. The other outstanding shares of the Surviving Corporation owned by the shareholders shall continue thereafter to constitute all of the outstanding stock in such surviving Corporation.

8. SUBMISSION OF PLAN TO SHAREHOLDERS. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the Terminating Corporation and the Surviving Corporation for their adoption or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act of the State of Florida.

9. EXECUTION OF DOCUMENTS. In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act of the State of Florida, the Terminating Corporation and the Surviving Corporation hereby stipulate that they

will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. AUTHORIZATION OF DIRECTORS AND OFFICERS. The Board of Directors and the proper officers of the Termination Corporation and of the Surviving Corporation, respectively are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

11. EFFECTIVE DATE. This plan shall become effective on the day that the Articles of Merger has been filed with the Secretary of State of Florida. The term "Effective Date" wherever used in this Plan, shall mean the Effective Date herein described.

12. RIGHT TO ABANDON MERGER. The Board of Directors of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the Effective Date.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations.

PINES LEARNING CENTRE, INC., a Florida corporation

Attest: Lawrence Fisher By: Lesley Epstein (Seal)  
Lawrence Fisher, Secretary Lesley Epstein, President

PINES ASSOCIATES, INC., a Florida corporation

Attest: Lesley Epstein By: Lawrence Fisher (Seal)  
Lesley Epstein, Secretary Lawrence Fisher, President