

P93000067083

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

You Can DO IT! Education

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
99 JAN -5 AM 10:51  
DIVISION OF CORPORATION

- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- ☒ Merger File Cert
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

FILED  
99 JAN -7 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Signature Dee 1/7

Requested by: CD  
Name CD Date 1-5-99 Time 11:00  
Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 5, 1999

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: YOU CAN DO IT! EDUCATION, INC.  
Ref. Number: P93000067083

We have received your document for YOU CAN DO IT! EDUCATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 399A00000326

RECEIVED  
69 JUN -7 PM 1:24  
DIVISION OF CORPORATIONS

Corrected

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

YOU CAN DO IT! EDUCATION, INC., a Florida corporation, P93000067083

INTO

**YOU CAN DO IT! EDUCATION.** a California corporation not qualified in Florida

File date: January 7, 1999

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER  
OF  
YOU CAN DO IT! EDUCATION  
AND  
YOU CAN DO IT! EDUCATION, INC.**

**FILED**  
99 JAN -7 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations hereby execute the following articles of merger and set forth:

**ONE**

You Can Do It! Education, a California corporation ("Education") and You Can Do It! Education, Inc., a Florida Corporation ("Inc.") agree that Inc. shall be merged with and into Education as the surviving corporation in accordance with the applicable laws of the State of California and the State of Florida, that the name of the surviving corporation shall continue to be Education (which in its capacity as surviving corporation is hereinafter called the "Surviving Corporation"), and that the terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

**Section 1. Effective Date**

The effect and effective date of the merger provided for herein are as prescribed by law.

**Section 2. Governing Law**

The Surviving Corporation shall be governed by the laws of the State of California.

**Section 3. Articles of Incorporation**

The Articles of Incorporation of Education shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date, subject to the right of the Surviving Corporation to amend its Articles of Incorporation in accordance with the laws of the State of California.

**Section 4. Bylaws**

The Bylaws of the Surviving Corporation shall be the Bylaws of Education from and after the Effective Date.

### **Section 5. Principal Office/Registered Agent**

Education's principal office in the State of California is located at 2150 Hillview Drive , Laguna Beach, California 92651-2211. Education hereby appoints the Secretary of State of the State of Florida as its resident agent for service of process in a proceeding to enforce any obligation on the rights of dissenting shareholders of each domestic corporation that is a party to the merger. Education has agreed to promptly pay to dissenting shareholders of Inc. the amount, if any, to which they are entitled under Section 607.1302 of the Florida statutes.

### **Section 6. Designation and Number of Shares**

Inc. has one class of stock labeled common stock \$1.00 par value. Inc. has 10,000 shares of authorized common stock, of which 1,000 shares are currently issued and outstanding. Education has one class of stock labeled common stock no par value. Education has 10,000 shares of authorized common stock, of which 1,000 shares are currently issued and outstanding.

### **Section 7. Cancellation of Shares**

The outstanding shares of Inc. shall be canceled and no shares of Education shall be issued in exchange therefor.

### **Section 8. Board of Directors and Officers**

Until the election and qualification of their successors, the members of the board of directors of the Surviving Corporation shall be the board of directors of Education in office on the Effective Date. The elected officers of the Surviving Corporation, who shall continue in office at the pleasure of the board of directors of the Surviving Corporation, shall be the elected officers of Education on the Effective Date.

### **Section 9. Effect of the Merger**

On the Effective Date, the separate existence of Inc. shall cease (except insofar as continued by statute), and it shall be merged with and into the Surviving Corporation. All the property, real, personal, and mixed, of each of the Constituent Corporations, and all debts due to either of them, shall be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations, including liabilities to holders of Dissenting Shares, of each of the Constituent Corporations, and any claim or judgment against either of the Constituent Corporations may be enforced against the Surviving Corporation.

### **Section 10. General Provisions**

At any time, and from time, after the Effective Date, each party will execute such additional instruments and take such action as may be reasonably requested by the other party to confirm or perfect title to any property transferred hereunder or otherwise to carry out the intent and purpose of this Certificate.

### **TWO**

The terms and conditions of the merger provided herein were advised, authorized and approved by Education and Inc. in the manner and by the vote required by their respective charters and the laws of the State of California and the State of Florida. The terms and conditions of the merger provided for herein was approved by the board of directors and shareholders of Education and Inc. on December 15, 1998.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of December 15, 1998.

***YOU CAN DO IT! EDUCATION***

By: Michael E. Bernard  
Michael E. Bernard, President

***ATTEST:***

***YOU CAN DO IT! EDUCATION***

By: Patricia C. Bernard  
Patricia C. Bernard, Secretary

***YOU CAN DO IT! EDUCATION, INC.***

By: Michael E. Bernard  
Michael E. Bernard, President

***ATTEST:***

***YOU CAN DO IT! EDUCATION, INC.***

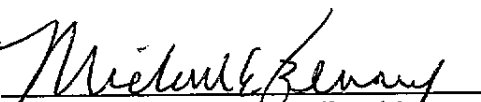
By: Patricia C. Bernard  
Patricia C. Bernard, Secretary

Each of the undersigned declare under penalty of perjury that the matters set forth in the foregoing Articles of Merger are true of their own knowledge.

***YOU CAN DO IT! EDUCATION***

By:   
Michael E. Bernard, President

***YOU CAN DO IT! EDUCATION, INC.***

By:   
Michael E. Bernard, President

## **AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER dated as of December 15, 1998, between YOU CAN DO IT! EDUCATION, a California corporation ("EDUCATION"), and YOU CAN DO IT! EDUCATION, INC., a Florida corporation ("INC."), EDUCATION and INC. being sometimes referred to herein singularly as the "Constituent Corporation" and collectively as the "Constituent Corporations."

WHEREAS, the board of directors of each Constituent Corporation deems it advisable for the general welfare of its Constituent Corporation and its shareholders that the Constituent Corporations merge into a single corporation pursuant to this Agreement and the applicable laws of the State of California and the State of Florida; and

WHEREAS, the Constituent Corporations desire to adopt this Agreement as a plan of reorganization and to consummate the merger in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, the Constituent Corporations agree that INC. shall be merged with and into EDUCATION as the surviving corporation in accordance with the applicable laws of the State of California and the State of Florida, that the name of the surviving corporation shall continue to be EDUCATION (which in its capacity as surviving corporation is hereinafter called the "Surviving Corporation"), and that the terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

### **Section 1. Effective Date**

The effect and effective date of the merger provided for in this Agreement are as prescribed by law.

### **Section 2. Governing Law**

The Surviving Corporation shall be governed by the laws of the State of California.

### **Section 3. Articles of Incorporation**

The Articles of Incorporation of EDUCATION shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date, subject to the right of the Surviving Corporation to amend its Articles of Incorporation in accordance with the laws of the State of California.

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#### **Section 4. Bylaws**

The Bylaws of the Surviving Corporation shall be the Bylaws of EDUCATION as in effect on the date of this Agreement.

#### **Section 5. Cancellation of Shares**

The outstanding shares of INC. shall be canceled and no shares of EDUCATION shall be issued in exchange therefor.

#### **Section 6. Board of Directors and Officers**

Until the election and qualification of their successors, the members of the board of directors of the Surviving Corporation shall be the board of directors of EDUCATION in office on the Effective Date. The elected officers of the Surviving Corporation, who shall continue in office at the pleasure of the board of directors of the Surviving Corporation, shall be the elected officers of EDUCATION on the Effective Date.

#### **Section 7. Effect of the Merger**

On the Effective Date, the separate existence of INC. shall cease (except insofar as continued by statute), and it shall be merged with and into the Surviving Corporation. All the property, real, personal, and mixed, of each of the Constituent Corporations, and all debts due to either of them, shall be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations, including liabilities to holders of Dissenting Shares, of each of the Constituent Corporations, and any claim or judgment against either of the Constituent Corporations may be enforced against the Surviving Corporation.

#### **Section 8. General Provisions**

At any time, and from time, after the Effective Date, each party will execute such additional instruments and take such action as may be reasonably requested by the other party to confirm or perfect title to any property transferred hereunder or otherwise to carry out the intent and purpose of this Agreement.

IN WITNESS WHEREOF, the parties to this Agreement pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations on this 15th day of December, 1998.

**YOU CAN DO IT! EDUCATION**  
a California corporation

By: Michael E. Bernard  
Michael E. Bernard, President

**YOU CAN DO IT! EDUCATION, INC.**  
a Florida corporation

By: Michael E. Bernard  
Michael E. Bernard, President

YOUcando.INC\MERGER\_A.FAR