

P 95000043269

Holland & Knight LLP
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FILED
2001 DEC 27 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lincoln Learning Labs, Inc. # 470100
(Corporation Name) (Document #)
2. with LHL Licensing, Inc. # P95000043269
(Corporation Name) (Document #) 200004741092--1
-12/27/01--01033--022
*****35.00 *****35.00
3. _____
(Corporation Name) (Document #) 200004741092--1
-12/27/01--01020--006
*****35.00 *****35.00
4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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01 DEC 27 AM 11:04
DIVISION OF CORPORATION

C. Coulliette DEC 27 2001

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

LINCOLN LEARNING LABS, INC., a Florida corporation, H70100

INTO

LLL LICENSING, INC., a Florida entity, P95000043269.

File date: December 27, 2001 , effective December 31, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
LINCOLN LEARNING LABS, INC.
WITH AND INTO
LLL LICENSING, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging LINCOLN LEARNING LABS, INC., with and into LLL LICENSING, INC.:

1. The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act:

(a) LINCOLN LEARNING LABS, INC. ("Merging Corporation") shall merge with and into LLL LICENSING, INC. ("Surviving Corporation"). LLL LICENSING, INC. shall be the surviving corporation.

(b) The name of the surviving corporation shall be LLL LICENSING, INC.

(c) The separate corporate existence of Merging Corporation shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) The Surviving Corporation will carry on business with the assets of Merging Corporation, as well as with the assets of Surviving Corporation.

(e) The shareholders of Surviving Corporation will retain their shares as shares of the Surviving Corporation. The shareholders of Merging Corporation will surrender all of their shares to the Surviving Corporation. In exchange for the shares of Merging Corporation surrendered by its shareholders, the Surviving Corporation will issue and transfer shares of the Surviving Corporation on the basis of 0.314 shares of the common stock of the Surviving Corporation for each full share of stock of the Merging Corporation.

(f) The shareholders of Surviving Corporation will retain their shares as shares of the Surviving Corporation.

(g) The Articles of Incorporation of Surviving Corporation shall continue in full force as the Articles of Incorporation of the Surviving Corporation until further amended, altered, or repealed as provided in the Articles of Incorporation or as provided by law.

(h) The effective time of the merger shall be the later of 11:59 P.M. Florida Time on December 31, 2001 or the date of filing of these Articles of Merger with the Florida Department of State.

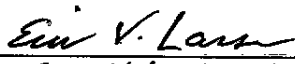
2. The Plan of Merger was duly adopted and approved by the unanimous written consent in lieu of a special meeting of the Board of Directors of the Merging Corporation pursuant to Section 607.0821, Florida Statutes, and dated November 28, 2001, and by the written consent in lieu of a special meeting of the holders of in excess of the requisite number of shares of the Merging Corporation pursuant to Section 607.0704, Florida Statutes, and dated November 28, 2001. The Plan of Merger was also duly adopted and approved by unanimous written consent in lieu of a special meeting of the Board of Directors of the Surviving Corporation pursuant to Section 607.0821, Florida Statutes, and dated November 28, 2001, and by a written consent in lieu of a special meeting of the holders of in excess of the requisite number of shares of the Surviving Corporation pursuant to Section 607.0704, Florida Statutes, and dated November 28, 2001.

Dated December 20, 2001

LINCOLN LEARNING LABS, INC.

LLL LICENSING, INC.

By: 
ROBERT E. DETWEILER., President

By: 
ERIC V. LARSON, President

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