



THE UNITED STATES  
CORPORATION  
COMPANY

P96000027944

ACCOUNT NO. : 072100000032

REFERENCE : 058117 5013689

AUTHORIZATION :

COST LIMIT :

*Patricia Pujat*  
\$ ~~70.00~~ 105.00

ORDER DATE : December 9, 1998

ORDER TIME : 2:43 PM

ORDER NO. : 058117-015

300002708173--3

CUSTOMER NO: 5013689

CUSTOMER: Cindy L. Carhartt, Legal Asst  
Wallace Bauman Fodiman And  
Ste. 1720  
1200 Brickell Avenue  
Miami, FL 33134

ARTICLES OF MERGER

FLCR, INC.  
TUTOR TIME EDUCATIONAL SERVICE  
INC.

INTO

TUTOR TIME LEARNING SYSTEMS,  
INC.

RECEIVED

93DEC-9 PM 3:24

DIVISION OF CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC -9 PM 3:33

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*See 12/10*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TUTOR TIME EDUCATIONAL SERVICES, INC., a Florida corporation,  
P96000071631

FLCR, INC., a Florida corporation, P96000065958

INTO

**TUTOR TIME LEARNING SYSTEMS, INC.,** a Florida corporation,  
P96000027944.

File date: December 9, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 105.00

**ARTICLES OF MERGER  
OF  
FLCR, INC., a Florida corporation  
and  
TUTOR TIME EDUCATIONAL SERVICES, INC., a Florida corporation  
into  
TUTOR TIME LEARNING SYSTEMS, INC., a Florida corporation,**

**FILED**  
98 DEC -9 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS ARTICLES OF MERGER between **TUTOR TIME LEARNING SYSTEMS, INC.**, a Florida corporation, **FLCR, INC.**, a Florida corporation and **TUTOR TIME EDUCATIONAL SERVICES, INC.**, a Florida corporation.

1. Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), **TUTOR TIME LEARNING SYSTEMS, INC.**, **FLCR, INC.**, and **TUTOR TIME EDUCATIONAL SERVICES, INC.** adopt the following Articles of Merger

2. The following Plan of Merger was approved by the parties in the manner prescribed by law:

(a) **FLCR, INC.** and **TUTOR TIME EDUCATIONAL SERVICES, INC.** shall be merged into **TUTOR TIME LEARNING SYSTEMS, INC.**, which shall be the surviving corporation.

(b) On the effective date of the Merger, the separate existence of **FLCR, INC.**, and **TUTOR TIME EDUCATIONAL SERVICES, INC.** shall cease and its stock shall be cancelled. **TUTOR TIME LEARNING SYSTEMS, INC.** shall succeed to all the properties, rights and other assets of **FLCR, INC.** and **TUTOR TIME EDUCATIONAL SERVICES, INC.** and shall be subject to all the liabilities of without further action by any of the corporations.

(c) all issued and outstanding shares of **FLCR, INC.**, and **TUTOR TIME EDUCATIONAL SERVICES, INC.** on the Effective Date are held by **TUTOR TIME LEARNING SYSTEMS, INC.** and shall, by virtue of the Merger and without any action on the part of **TUTOR TIME LEARNING SYSTEMS, INC.**, be cancelled simultaneously with the effectiveness of the Merger.

(d) The Articles of Incorporation of **TUTOR TIME LEARNING SYSTEMS, INC.** shall continue to be the Articles of Incorporation of the surviving corporation following the effective date of the Merger.

(e) The Bylaws of **TUTOR TIME LEARNING SYSTEMS, INC.** shall continue to be the Bylaws of the surviving corporation following the effective date of the Merger.

(f) On the Effective Date of the Merger, **TUTOR TIME LEARNING SYSTEMS, INC.** shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature of each of the merging corporations. All property, real, personal and mixed, all debts due on whatever account, including subscriptions to shares, and all and every other interest of or belonging to or to each of the corporations so merged shall be taken and deemed to be transferred to and vested in **TUTOR TIME LEARNING SYSTEMS, INC.** without

further act or deed; and the title to any real estate, or any interest therein, vested in any such corporations shall not revert or be in any way impaired by reason of such Merger.

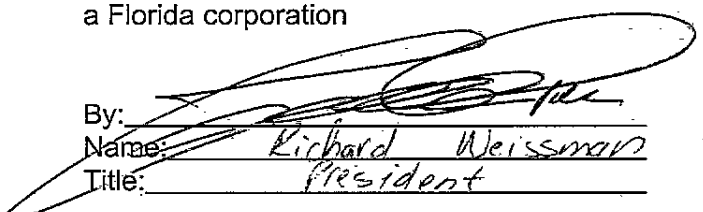
3. The Plan of Merger was approved and adopted by the sole shareholders of each of **FLCR, INC.**, and **TUTOR TIME EDUCATIONAL SERVICES, INC.** as of November 19, 1998.

4. The Plan of Merger was adopted by the Board of Directors of **TUTOR TIME LEARNING SYSTEMS, INC.** as of November 19, 1998, since shareholder approval of the Plan of Merger is not required in accordance with §§ 607.1103(7) and 607.1104(1) of the Act.

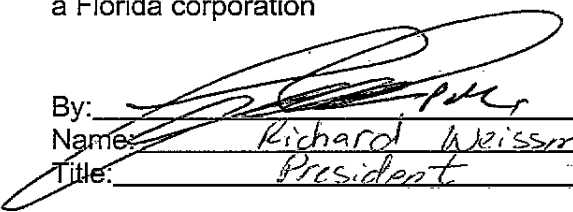
5. Pursuant to § 607.1105(1)(b) of the Act, the Effective Date of the Merger shall be on date these Articles of Merger are filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 2<sup>nd</sup> day of December, 1998.

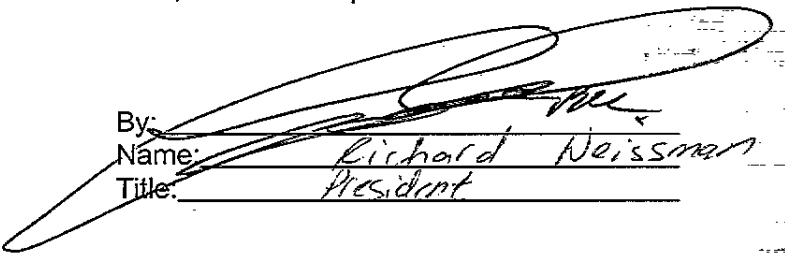
**TUTOR TIME LEARNING SYSTEMS, INC.**  
a Florida corporation

By:   
Name: Richard Weissman  
Title: President

**FLCR, INC.,**  
a Florida corporation

By:   
Name: Richard Weissman  
Title: President

**TUTOR TIME EDUCATIONAL SERVICES, INC.,**  
a Florida corporation

By:   
Name: Richard Weissman  
Title: President