

P96000034101

JOHN BUHAGIAR, CPA
PO BOX 11031
HAUPPAUGE, NY 11788
516 751-7288

May 29, 1997

Mr Steve Harris
State of Florida
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

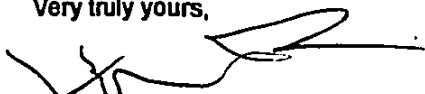
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RE : Merger of American Testing Center of Collier County, Inc.
with and into American Testing Centers, Inc.

Dear Mr. Harris:

Enclosed please find the Articles of Merger and the Plan of Merger for the
above referenced Florida corporations. Also enclosed is the \$ 70.00 filing fee
for the merger. Thank you for your cooperation in the filing of the Documents
with the Florida Department of State.

Very truly yours,


John Buhagiar, CPA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 2:51

JUL 14 1997

merger

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DIVISION OF CORPORATIONS

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

**AMERICAN TESTING CENTER OF COLLIER COUNTY, INC., a Florida
corporation, P95000029764**

INTO

AMERICAN TESTING CENTERS, INC, a Florida corporation, P96000034101.

File date: July 10, 1997

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER OF AMERICAN TESTING CENTER OF COLLIER COUNTY, INC.
WITH AND INTO AMERICAN TESTING CENTERS, INC**

The undersigned domestic corporations do hereby execute the following Articles of Merger pursuant to Sections 607.1105 of the Florida Business Corporation Act for the purpose of merging American Testing Center of Collier County, Inc., a Florida corporation, with and into American Testing Centers, Inc a Florida corporation.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 2:51

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

Name of Corporation	State of Incorporation
AMERICAN TESTING CENTER OF COLLIER COUNTY, INC.	FLORIDA
AMERICAN TESTING CENTERS, INC	FLORIDA

2. The name which the Surviving Corporation is to have after the merger will be "American Testing Centers, Inc."

3. This merger is permitted under the laws of the State of Florida. American Testing Center of Collier County, Inc. and American Testing Centers, Inc have complied with the applicable provisions of the laws fo the State of Florida.

4. The AGREEMENT AND PLAN OF MERGER OF AMERICAN TESTING CENTER OF COLLIER COUNTY, INC. AND AMERICAN TESTING CENTERS, INC(the " AGREEMENT AND PLAN OF MERGER") is set forth in Exhibit 1 attached hereto and incorporated herein by reference.

5. The Board of Directors of American Testing Centers, Inc, the Surviving Corporation in the merger, approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on December 13, 1996, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of AMERICAN TESTING CENTER OF COLLIER COUNTY, INC. approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on December 13, 1996, and directed that such document be submitted to a vote of its shareholders. The shareholders of AMERICAN TESTING CENTERS, INC and AMERICAN TESTING CENTER OF COLLIER COUNTY, INC., respectively, duly approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on December 13, 1996, in the manner prescribed by law.

6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the AGREEMENT AND PLAN OF MERGER were as follows:

Name of Corporation	Number of shares outstanding	Number of Shares Entitled to Vote
AMERICAN TESTING CENTERS, INC	4,600,000 shares of \$.01 par value common stock	4,600,000
AMERICAN TESTING CENTER OF COLLIER COUNTY, INC.	100 Shares of no par value common stock	100

There were no shares of AMERICAN TESTING CENTERS, INC or AMERICAN TESTING CENTER OF OF COLLIER COUNTY, INC. entitled to vote as a class.

7. The number of shares voted for and against the approval and adoption to the AGREEMENT AND PLAN OF MERGER were as follows:


Name of Corporation	Total shares voted for	Total shares voted against
AMERICAN TESTING CENTERS, INC	4,600,000	NONE
AMERICAN TESTING CENTER OF COLLIER COUNTY, INC.	100	NONE

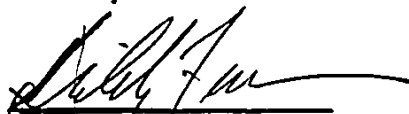
8. The Charter of AMERICAN TESTING CENTERS, INC will not be amended in conjunction with the merger.

9. These ARTICLES OF MERGER, and the AGREEMENT AND PLAN OF MERGER incorporated herein by reference, shall be effective at 11:30 p.m. on December 13, 1996 pursuant to Section 607.1105 of the Florida Business Corporation Act, and the merger therein contemplated and consummated at said time.


IN WITNESS WHEREOF, these ARTICLES OF MERGER have been signed by the President and Secretary of AMERICAN TESTING CENTERS, INC and by the President and Secretary of AMERICAN TESTING CENTER OF COLLIER COUNTY, INC., each thereunto duly authorized, as of the 13th day of December 1996.


AMERICAN TESTING CENTERS, INC

By: 
[CORPORATE SEAL]

ATTEST: 
SECRETARY

AMERICAN TESTING CENTER OF COLLIER COUNTY, INC.

By: 
[CORPORATE SEAL]

ATTEST: 
SECRETARY

**AGREEMENT AND PLAN OF MERGER OF
AMERICAN TESTING CENTER OF COLLIER COUNTY, INC.
WITH AND INTO AMERICAN TESTING CENTERS, INC.**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of December 13, 1996, by and between AMERICAN TESTING CENTER OF COLLIER COUNTY, INC. ("ATCCI"), a corporation organized and existing under the laws of the State of Florida (ATCCI being hereinafter sometimes referred to as the "Merging Corporation") and AMERICAN TESTING CENTERS, INC ("ATC"), a corporation organized and existing under the laws of the State of Florida (ATC being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations":

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that ATCCI be merged with and into ATC, with ATC being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein;
NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 ATCCI shall be merged with and into ATC in accordance with the laws of the State of Florida. The separate corporate existence of ATCCI shall thereby, cease, and ATC shall be the Surviving Corporation.

1.2 The name that the Surviving Corporation is to have after the merger shall be "American Testing Centers, Inc "

1.3 On the effective time (as defined in section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed: and all such property, rights, privileges, immunities and franchises, of public as well as of private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the

duties and liabilities of a corporation organized under the Florida business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITION OF THE MERGER

2.1 The merger shall become effective at 11:30 p.m. on December 13, 1996, pursuant to Section 607.1105 the Florida Business Corporation Act. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time."

2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III

CHARTER AND BYLAWS; DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of ATC, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of ATC as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

5.2 The Shareholders of ATCCI and ATC dissenting to the Agreement and Plan shall be entitled, pursuant to Section 607.1105 of the State of Florida Business Corporation Act, to be paid the fair value of their shares upon compliance with such statutory sections.

5.3 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

3.3 The persons who are the Directors and officers of ATC immediately prior to the Effective Time shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida, and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

CONVERSION OF SHARES

4.1 The Surviving Corporation presently has issued an outstanding 12,000,000 shares of \$.001 par value of common stock ("ATC Common") which shares of ATC Common are the only outstanding shares of the Surviving Corporation.

4.2 The Merging Corporation presently has issued an outstanding Two Hundred shares of no par value common stock ("ATCCI Common").

4.3 At the Effective Time, each issued and outstanding share of ATCCI Common shall be converted into one share of ATC Common. After the Effective Time, each holder of an outstanding certificate or certificates therefore representing shares of ATCCI Common may, but shall not be required to, surrender the same to the Surviving Corporation for cancellation or transfer, and each such holder or transferee will be entitled to receive certificates representing, one share of ATC Common for everyone (1) share of ATCCI Common previously represented by the stock certificates surrendered. Until so surrendered or presented for transfer, each outstanding certificate which prior to the Effective Time represented ATCCI Common shall be deemed and treated for all corporate purposes to represent the ownership of one (1) share of ATC Common. No other cash, shares, securities or obligations will be distributed or issued upon conversion of ATCCI Common.

ARTICLE V

MISCELLANEOUS

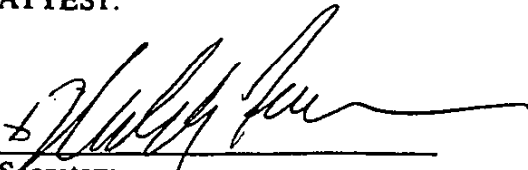
5.1 Notwithstanding anything herein to the contrary, the Board of Directors of either of the constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporation or its Directors, officers or shareholders in respect of this Agreement and Plan.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

AMERICAN TESTING CENTERS, INC.

By: 

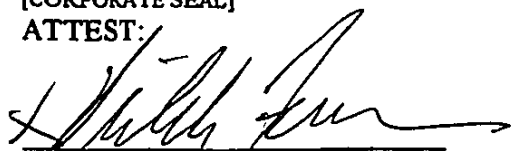
[CORPORATE SEAL]
ATTEST:


Secretary

AMERICAN TESTING CENTER OF
COLLIER COUNTY, INC.

By: 

[CORPORATE SEAL]
ATTEST:


Secretary