

P96000046492

1201 HAYS STREET

800-344-8086

TELEPHONE

1-222-01

1-222-01 FAX



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 971196 4303929

AUTHORIZATION

COST LIMIT : \$ 122.50

Patricia Pyjunt

RECEIVED
96 MAY 30 PM 4:09
DIVISION OF CORPORATION

ORDER DATE : May 30, 1996

ORDER TIME : 3:37 PM

ORDER NO. : 971196

CUSTOMER NO: 4303929

800001845808

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: TUTOR TIME MERGER CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

on 6/3/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 30 AM 10:18

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0191 FAX

800-342-8086

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 30 AM 10:10



PIONEER HALL
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NOTE: THIS FILING WAS SENT YESTERDAY PLEASE GIVE THE ORIGINAL
FILE DATE.

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 30 AM 10:10

May 31, 1996

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: TUTOR TIME MERGER CORP.
Ref. Number: W96000011527

We have received your document for TUTOR TIME MERGER CORP. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

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 (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 496A00027216

**ARTICLES OF INCORPORATION
OF
TUTOR TIME MERGER CORP.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 30 AM 10:18

ARTICLE I

The name of the corporation is TUTOR TIME MERGER CORP., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is:
4517 N.W. 31st Avenue, Ft. Lauderdale, Florida 33309.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **Liliana Armas**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Initial Board of Directors are two, and the names and addresses of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Michael Weissman
4517 N.W. 31st Avenue
Ft. Lauderdale, Florida 33309

Richard S. Weissman
4517 N.W. 31st Avenue
Ft. Lauderdale, Florida 33309

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 30 AM 10:18

ARTICLE VII

The name and address of the Incorporator is Lilliana Armas, 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 30 day of May, 1996.

Lilliana Armas
Lilliana Armas - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TUTOR TIME MERGER CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Lilliana Armas
Lilliana Armas, Registered Agent
Dated: May 30, 1996

P96000046492

Requestor's Name
 CORPORATE ACCESS, INC.
 1116-D THOMASVILLE RD
 TALLAHASSEE, FL 32301
 (904) 222-2666

City/State/Zip Phone #

Office Use Only

FILED
 JUN 27 PM 2:57

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

1. Tutor Time Child Care Systems, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

6/27/96 1:00 PM
 70.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

600001891396
 -07/11/96--01083--011
 ****232.50 *****70.00

JUN 27 PM 2:57

Examiner's Initials

P96000046492



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

TUTOR TIME CHILD CARE SYSTEMS, INC., a Florida corporation S87571

INTO

TUTOR TIME MERGER CORP., a Florida corporation, P96000046492

File date: June 27, 1996

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
OF
TUTOR TIME CHILD CARE SYSTEMS, INC.
INTO
TUTOR TIME MERGER CORP.**

Pursuant to the provisions of Sections 607.1101 and 607.1103 of the Florida Business Corporation Act, TUTOR TIME CHILD CARE SYSTEMS, a Florida corporation ("TTCC"), and TUTOR TIME MERGER CORP., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging TTCC with and into the Survivor.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the Board of Directors and the holders of a majority of the outstanding shares of common stock of TTCC, the only authorized class of capital stock of TTCC, and the Board of Directors and the sole shareholder of the Survivor by written consent in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act as of June 26, 1996.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 26 day of June, 1996.

TUTOR TIME CHILD CARE SYSTEMS, INC.

By: _____

John Floegel, Sr. Vice President

TUTOR TIME MERGER CORP.

By: _____

John Floegel, Sr. Vice President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated June 26, 1996, among TUTOR TIME LEARNING SYSTEMS, INC., a Florida corporation ("TTLS"), TUTOR TIME CHILD CARE SYSTEMS, INC., a majority-owned subsidiary of TTLS and a Florida corporation ("TTCC"), and TUTOR TIME MERGER CORP., a wholly-owned subsidiary of TTLS and a Florida corporation ("TTMC" or the "Surviving Corporation").

TTLS, TTCC, and TTMC desire to effect the statutory merger of TTCC with and into TTMC, with TTMC to survive such merger.

1. **Constituent Corporations.** TTCC and TTMC shall be parties to the merger (the "Merger") of TTCC with and into TTMC.

2. **Terms and Conditions of Merger.** TTCC shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into TTMC, which shall continue to exist pursuant to the laws of the State of Florida as the Surviving Corporation. Upon the Effective Date of the Merger (as defined in paragraph 7), the separate corporate existence of TTCC shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the TTCC.

3. **Capital Stock: Conversion of Shares.**

A. Upon the Effective Date, each share of the common stock, \$.01 par value ("TTCC Common Stock"), of TTCC issued and outstanding immediately prior to the Effective Date, other than shares of TTCC Common Stock owned by TTLS, shall be converted into and become, without action on the part of the holders thereof, 1.25 shares of the common stock, \$.01 par value ("TTLS Common Stock"), of TTLS. Any share of TTCC Common Stock held in the treasury of TTCC at the Effective Date and any share of TTCC Common Stock held by TTLS shall be canceled and retired, and no shares or other securities of TTLS shall be issuable with respect thereto. Prior to the Effective Date, all outstanding warrants, options and convertible securities issued by TTCC shall have been canceled.

B. Each share of common stock, \$.01 par value, of TTMC issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, continue to represent one validly issued, fully paid and non-assessable share of the common stock of the TTMC.

C. At the Effective Date, each holder of shares of TTCC Common Stock (other than TTLS) who shall have delivered certificate(s) in negotiable form representing shares of TTCC Common Stock held by such holder shall be entitled to receive in exchange therefor a certificate or certificates representing that number of TTLS Common Stock for each share of TTCC Common Stock surrendered as is specified in Section 3A above. Until

so delivered, each such outstanding certificate which immediately prior to the Effective Time of the Merger represented shares of TTCC Common Stock shall be deemed for all corporate purposes above, to evidence the ownership of that number of TTLS Shares specified in Section 3A above.

4. Derivative Securities.

A. Upon the Effective Date, the common stock purchase warrant, previously exercisable at \$.001 per share for, in certain circumstances, up to 55,000 shares of TTCC Common Stock and evidenced by the Amended and Restated Common Stock Purchase Warrant granted by TTCC to Bushnell Corp., shall cease to be exercisable into TTCC Common Stock and shall not be exercisable for any other securities of TTCC, TTLS or TTMC.

B. Upon the Effective Date, the common stock purchase warrant, previously exercisable at \$.001 per share for shares of TTCC Common Stock having an aggregate value equal to \$300,000 and evidenced by the Common Stock Purchase Warrant granted by TTCC to Kinder Associates, shall cease to be exercisable into TTCC Common Stock and shall not be exercisable for any other securities of TTCC, TTLS or TTMC.

C. Upon the Effective Date, the \$625,000 in principal amount of convertible debentures (the "Debentures") issued by TTCC shall cease to be convertible into TTCC Common Stock upon an initial public offering of TTCC and shall not be convertible into TTCC Common Stock or any other securities of TTCC, TTLS or TTMC.

5. Articles of Incorporation. The Articles of Incorporation of TTMC as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida, except the name of the Surviving Corporation shall be changed to "Tutor Time Child Care Systems, Inc."

6. Bylaws. The Bylaws of TTMC as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

7. Directors and Officers. The directors and officers of TTMC in office on the Effective Date shall continue to be the directors and 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.

8. **Effective Date.** The Merger shall become effective on the later of the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida or June 26, 1996.

9. **Amendment of Plan of Merger.** The Board of Directors of each of TTCC and TTMC is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

TUTOR TIME CHILD CARE SYSTEMS, INC.

By: 

John Floegel, Sr. Vice President

TUTOR TIME MERGER CORP.

By: 

John Floegel, Sr. Vice President

TUTOR TIME LEARNING SYSTEMS, INC.

By: 

Richard S. Waksman, President