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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DR

6/26/12

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Florida Metropolitan University, Inc.

Signature _____

Requested by: SETH

06/26/12

Name _____

Date _____

Time _____

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____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ ✓ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
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____ ✓ Cert. Copy _____
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____ Certificate of Good Standing _____
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____ Officer Search _____
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ARTICLES OF MERGER
(Profit Corporation)

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The following Articles of Merger are submitted in accordance with the Florida Corporation Act, pursuant to Section 607.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name and jurisdiction of the surviving corporation:

<u>NAME</u>	<u>JURISDICTION</u>	<u>DOCUMENT NUMBER</u>
<u>Florida Metropolitan University, Inc.</u>	<u>Florida</u>	<u>#P96000062616</u>

SECOND: The name and jurisdiction of each merging corporation:

<u>NAME</u>	<u>JURISDICTION</u>	<u>DOCUMENT NUMBER</u>
<u>National School of Technology, Inc.</u>	<u>Florida</u>	<u>#523456</u>

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State OR July 1, 2012 (enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date)


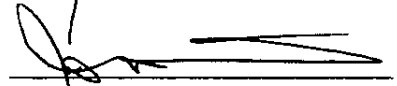
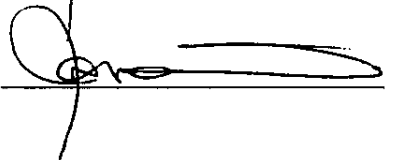
FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 20, 2012 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 20, 2012 and shareholder approval was not required.

SEVENTH: Signatures for Each Corporation:

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Printed Name & Title</u>
<u>National School of Technology, Inc.</u>		<u>Jack Massimino</u> <u>President & CEO</u>
<u>Florida Metropolitan University, Inc.</u>		<u>Jack Massimino</u> <u>President & CEO</u>
<u>Rhodes Colleges, Inc.</u>		<u>Jack Massimino</u> <u>President & CEO</u>

**PLAN OF MERGER OF NATIONAL SCHOOL OF TECHNOLOGY, INC., A
FLORIDA CORPORATION INTO FLORIDA METROPOLITAN UNIVERSITY, INC.,
A FLORIDA CORPORATION**

This Plan of Merger dated June 20th, 2012, made by and among RHODES COLLEGES, INC., a Delaware corporation ("Parent"), NATIONAL SCHOOL OF TECHNOLOGY, INC., a Florida corporation ("Subsidiary NST") and FLORIDA METROPOLITAN UNIVERSITY, INC., a Florida corporation ("Subsidiary FMU") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, Subsidiary NST is a corporation duly organized and existing under the laws of the State of Florida and has 100,000 shares, consisting of 40,000 shares of voting common stock, \$1.00 par value, and 60,000 shares of non-voting common stock, \$.001 par value, with Parent owning all of the outstanding shares (more particularly Parent owns 39,039 voting common stock and 50,462 non-voting common stock); and

WHEREAS, Subsidiary FMU is a corporation duly organized and existing under the laws of the State of Florida and has 1,000 shares, \$.01 par value, of authorized capital stock, all of which are designated as "common stock", with 100 shares issued and outstanding which shares are held by the Parent; and

WHEREAS, the Parent is the sole shareholder of Subsidiary NST and owns One Hundred Percent (100%) of Subsidiary NST's outstanding voting common stock and outstanding non-voting common stock; and

WHEREAS, the Parent is the sole shareholder of Subsidiary FMU and owns One Hundred Percent (100%) of Subsidiary FMU's outstanding common stock; and

WHEREAS, Parent desires to merge Subsidiary NST into Subsidiary FMU, with Subsidiary FMU being the surviving corporation (the "Merger") on the terms and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the Merger is intended to qualify as a tax-free reorganization under Internal Revenue Code Section 368(a); and

WHEREAS, simultaneously with the filing of this Plan of Merger, Ward Stone College, Inc. is merging with Subsidiary NST by way of a separate filed Articles of Merger and Plan of Merger; and it is intended that the merger of Ward Stone College, Inc. into Subsidiary NST shall be deemed effective and filed prior to this Subsidiary NST merger into FMU; and

WHEREAS, the Board of Directors of Parent, Subsidiary NST and Subsidiary FMU have determined that it is advisable that Subsidiary NST be merged into Subsidiary FMU with Subsidiary FMU being the surviving corporation, on the terms and conditions as set forth herein and in accordance with Section 607.1104 of the Florida Business Corporation Act (the "Act"),

and have approved this Plan of Merger and have directed that this Plan of Merge be executed by the undersigned officers and directors.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I THE MERGER

1. The term "Effective Date" shall mean July 1, 2012, which is the effective date set forth in the Articles of Merger to be filed with the Secretary of State of Florida.

2. On the Effective Date, Subsidiary NST shall be merged with and into Subsidiary FMU with Subsidiary FMU being the surviving corporation. The separate existence of Subsidiary NST shall cease at the Effective Date and the existence of Subsidiary FMU shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

3. The Plan of Merger has been approved by the Board of Directors of Parent in accordance with Section 607.1104 of the Act. If applicable, the Parent shall mail a copy or a summary of the Plan of Merger to each shareholder of Parent, Subsidiary NST and/or Subsidiary FMU who do not waive the mailing requirement in writing. Parent agrees not to file Articles of Merger with the Florida Secretary of State in accordance with the Act until at least 30 days after the notice is mailed (unless the remaining shareholders of Subsidiary waive such notice in writing).

ARTICLE II EFFECTS OF MERGER

At the Effective Date, Subsidiary FMU shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Subsidiary NST, and shall be responsible and liable for all liabilities and obligations of Subsidiary NST, all as more particularly set forth in Section 607.1106 of the Act.

ARTICLE III TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Subsidiary NST, Subsidiary FMU or Parent into shares, obligations, or other securities of Parent, or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. Each share of the Subsidiary NST's voting common stock (the "Subsidiary NST Voting Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be converted into .01 shares of the presently authorized and unissued shares of the common stock of Subsidiary FMU (the "Subsidiary FMU Common Stock"); provided that no fractional share of Subsidiary FMU shall be issued or exchanged for shares of Subsidiary NST Voting Common Stock.

2. Each share of the Subsidiary NST's non-voting common stock (the "Subsidiary NST Non-Voting Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be converted into .01 shares of the presently authorized and unissued shares of the common stock of Subsidiary FMU (the "Subsidiary FMU Common Stock"); provided that no fractional share of Subsidiary FMU shall be issued or exchanged for shares of Subsidiary NST Non-Voting Common Stock.

3. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of Subsidiary NST.

ARTICLE IV DISSENTER'S RIGHTS

Shareholders of Parent, Subsidiary NST and/or Subsidiary FMU who, except for the applicability of Section 607.1104 of the Act which provides that a vote of the Parent's (or Subsidiary NST and/or Subsidiary FMU) shareholders is not required to approve the Merger, would be entitled to vote on the Merger and who wish to dissent from the Merger pursuant to Section 607.1321, may be entitled, if the shareholder complies with the provisions of the Act regarding appraisal rights of dissenting shareholders, to be paid the fair value of such shareholder's shares.

ARTICLE V ASSIGNMENT

If at any time Parent and/or Subsidiary FMU shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Subsidiary FMU the title to any property or rights of Subsidiary NST, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Subsidiary NST as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in Parent.


ARTICLE VI
EXPENSES

Parent shall pay all expenses of accomplishing the Merger.

ARTICLE VII
AMENDMENT

The Directors of Parent may amend this Plan at any time before the filing with the Florida Secretary of State of Articles of Merger to be filed in connection with this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

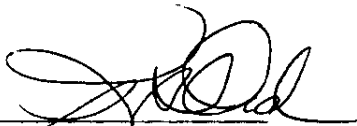
IN WITNESS WHEREOF, the Plan of Merger (having been first approved by the resolutions of the Board of Directors of Parent, Subsidiary NST and Subsidiary FMU) is hereby executed on behalf of the Parent, Subsidiary NST and Subsidiary FMU and attested to by their undersigned officers and/or directors thereunto duly authorized.



JACK MASSIMINO, Member of Board of Directors, and CEO, of Parent, Subsidiary NST and Subsidiary FMU



BETH WILSON, Member of Board of Directors, and Executive Vice President, of Parent, Subsidiary NST and Subsidiary FMU



KENNETH S. ORD, Member of Board of Directors, and Executive Vice President, of Parent, Subsidiary NST and Subsidiary FMU