



THE UNITED STATES
CORPORATION
COMPANY

P960000064297

ACCOUNT NO. : 072100000032

REFERENCE : 058117 5013689

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 560.00

ORDER DATE : December 9, 1998

ORDER TIME : 2:45 PM

ORDER NO. : 058117-025

200002708162--7

CUSTOMER NO: 5013689

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

Merger

ARTICLES OF MERGER

T.T. LP HOLDINGS, INC.
T.T. CLAY, INCORPORATED

INTO

T.T. GP HOLDINGS INC.

98 DEC -9 PM 3:25
DIVISION OF CORPORATION

FILED
98 DEC -9 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

*00250, 00721, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

T.T.PLANTATION, INC., a Fla corp. P96000073417

TUTOR TIME VESTAL, INC., a Fla corp. P97000017126

T.T. VENTURA, INC., a Fla corp. P96000088610

T.T. UPLAND, INC., a Fla corp P97000006660

T.T. SAN JUAN CAPISTRANO, INC., a Fla corp. P96000064298

INTO

T.T. GP HOLDINGS, INC., a Florida corporation, P96000064297.

File date: December 9, 1998

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

T.T. RANCHO CUCAMONGA, INC., a Fla corp. P96000073423

T.T. CLAY INCORPORATED, a Fla corp. P97000017696

T.T. CLIFTON PARK, INC., a Fla corp. P97000017108

T.T. HIGHLAND, INC., a Fla corp. P96000064291

T.T. MORENO VALLEY, INC., a Fla corp. P96000064294

T.T. NAPLES, INC., a Fla corp. P97000059426

T.T. OCALA, INC., a Fla. corp. P97000088242

T.T. OLD BRIDGE, INC., a Fla corp. P97000039885

T.T. PEMBROKE PINES, INC., a Fla corp. P97000038124

INTO

T.T. GP HOLDINGS, INC., a Florida corporation, P96000064297.

File date: December 9, 1998

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: TUTOR TIME VESTAL, INC.
Ref. Number: P97000017126

We have received your document for TUTOR TIME VESTAL, INC. and the authorization to debit your account in the amount of \$560.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 898A00058287

RESUBMIT

Please give original
submission date as file date.

RECEIVED
93 DEC 10 PM 12:10
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER
OF**

T. T. CLAY, INCORPORATED, a Florida corporation;
T. T. CLIFTON PARK, INC., a Florida corporation;
T. T. HIGHLAND, INC., a Florida corporation;
T. T. MORENO VALLEY, INC., a Florida corporation;
T. T. NAPLES, INC., a Florida corporation;
T. T. OCALA, INC., a Florida corporation;
T. T. OLD BRIDGE, INC., a Florida corporation;
T. T. PEMBROKE PINES, INC., a Florida corporation;
T. T. PLANTATION, INC., a Florida corporation;
T. T. RANCHO CUCAMONGA, INC., a Florida corporation;
T. T. SAN JUAN CAPISTRANO, INC., a Florida corporation;
T. T. UPLAND, INC., a Florida corporation;
T. T. VENTURA, INC., a Florida corporation;
AND
TUTOR TIME VESTAL, INC., a Florida corporation
INTO
T. T. GP HOLDINGS, INC., a Florida corporation

FILED
98 DEC -9 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS ARTICLES OF MERGER between _____, a Florida corporation;
T. T. CLAY, INCORPORATED, a Florida corporation; T. T. CLIFTON PARK, INC., a Florida corporation; T. T. HIGHLAND, INC., a Florida corporation; T. T. MORENO VALLEY, INC., a Florida corporation; T. T. NAPLES, INC., a Florida corporation; T. T. OCALA, INC., a Florida corporation; T. T. OLD BRIDGE, INC., a Florida corporation; T. T. PEMBROKE PINES, INC., a Florida corporation; T. T. PLANTATION, INC., a Florida corporation; T. T. RANCHO CUCAMONGA, INC., a Florida corporation; T. T. SAN JUAN CAPISTRANO, INC., a Florida corporation; T. T. UPLAND, INC., a Florida corporation; T. T. VENTURA, INC. A Florida corporation; and TUTOR TIME VESTAL, INC., a Florida corporation into T. T. GP HOLDINGS, INC., a Florida corporation

1. Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), _____; T. T. CLAY, INCORPORATED; T. T. CLIFTON PARK, INC.; T. T. HIGHLAND, INC.; T. T. MORENO VALLEY, INC.; T. T. NAPLES, INC.; T. T. OCALA, INC.; T. T. OLD BRIDGE, INC.; T. T. PEMBROKE PINES, INC.; T. T. PLANTATION, INC.; T. T. RANCHO CUCAMONGA, INC.; T. T. SAN JUAN CAPISTRANO, INC.; T. T. UPLAND, INC.; T. T. VENTURA, INC.; and TUTOR TIME VESTAL, INC. into T. T. GP HOLDINGS, 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) _____; T. T. CLAY, INCORPORATED; T. T. CLIFTON PARK, INC.; T. T. HIGHLAND, INC.; T. T. MORENO VALLEY, INC.; T. T. NAPLES, INC.; T. T. OCALA, INC.; T. T. OLD BRIDGE, INC.; T. T. PEMBROKE PINES, INC.; T. T. PLANTATION, INC.; T. T. RANCHO CUCAMONGA, INC.; T. T. SAN JUAN CAPISTRANO, INC.; T. T. UPLAND, INC.; T. T. VENTURA, INC.; and TUTOR TIME VESTAL, INC. shall be merged into T. T. GP HOLDINGS, INC., which shall be the surviving corporation.

(b) On the effective date of the Merger, the separate existence of T. T. CLAY, INCORPORATED; T. T. CLIFTON PARK, INC.; T. T. HIGHLAND, INC.; T. T. MORENO VALLEY, INC.; T. T. NAPLES, INC.; T. T. OCALA, INC.; T. T. OLD BRIDGE, INC.; T. T. PEMBROKE PINES, INC.; T. T. PLANTATION, INC.; T. T. RANCHO CUCAMONGA, INC.; T. T. SAN JUAN CAPISTRANO, INC.; T. T. UPLAND, INC.; T. T. VENTURA, INC.; and

TUTOR TIME VESTAL, INC. shall cease and its stock shall be cancelled. T. T. GP HOLDINGS, INC. shall succeed to all the properties, rights and other assets of T. T. LP HOLDINGS, INC.; T. T. CLAY, INCORPORATED; T. T. CLIFTON PARK, INC.; T. T. HIGHLAND, INC.; T. T. MORENO VALLEY, INC.; T. T. NAPLES, INC.; T. T. OCALA, INC.; T. T. OLD BRIDGE, INC.; T. T. PEMBROKE PINES, INC.; T. T. PLANTATION, INC.; T. T. RANCHO CUCAMONGA, INC.; T. T. SAN JUAN CAPISTRANO, INC.; T. T. UPLAND, INC.; T. T. VENTURA, INC.; and TUTOR TIME VESTAL, 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 T. T. CLAY, INCORPORATED; T. T. CLIFTON PARK, INC.; T. T. HIGHLAND, INC.; T. T. MORENO VALLEY, INC.; T. T. NAPLES, INC.; T. T. OCALA, INC.; T. T. OLD BRIDGE, INC.; T. T. PEMBROKE PINES, INC.; T. T. PLANTATION, INC.; T. T. RANCHO CUCAMONGA, INC.; T. T. SAN JUAN CAPISTRANO, INC.; T. T. UPLAND, INC.; T. T. VENTURA, INC.; and TUTOR TIME VESTAL, INC. on the Effective Date are held by T. T. GP HOLDINGS, INC. and shall, by virtue of the Merger and without any action on the part of T. T. GP HOLDINGS, INC., be cancelled simultaneously with the effectiveness of the Merger.

(d) Each share of T. T. LP Holdings, Inc.'s common stock (the "LP 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 one share of the presently authorized and unissued shares of the common stock of T. T. GP Holdings, Inc. (the "Parent Common Stock").

(e) The Articles of Incorporation of T. T. GP HOLDINGS, INC. shall continue to be the Articles of Incorporation of the surviving corporation following the effective date of the Merger.

(f) The Bylaws of T. T. GP HOLDINGS, INC. shall continue to be the Bylaws of the surviving corporation following the effective date of the Merger.

(g) On the Effective Date of the Merger, T. T. GP HOLDINGS, 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 T. T. GP HOLDINGS, 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 T. T. CLAY, INCORPORATED; T. T. CLIFTON PARK, INC.; T. T. HIGHLAND, INC.; T. T. MORENO VALLEY, INC.; T. T. NAPLES, INC.; T. T. OCALA, INC.; T. T.

OLD BRIDGE, INC.; T. T. PEMBROKE PINES, INC.; T. T. PLANTATION, INC.; T. T. RANCHO CUCAMONGA, INC.; T. T. SAN JUAN CAPISTRANO, INC.; T. T. UPLAND, INC.; T. T. VENTURA, INC.; and T. T. TUTOR TIME VESTAL, INC. as of November 19, 1998.

4. The Plan of Merger was adopted by the Board of Directors of T. T. GP HOLDINGS, 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 2nd day of December, 1998.

T. T. CLAY, INCORPORATED, a Florida corporation

By: 

Name: Richard Weissman

Title: President

T. T. CLIFTON PARK, INC., a Florida corporation

By: 

Name: Richard Weissman

Title: President

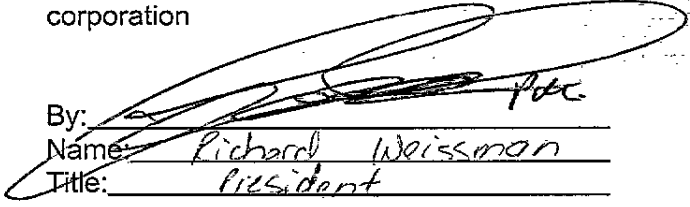
T. T. HIGHLAND, Inc., a Florida corporation

By: 

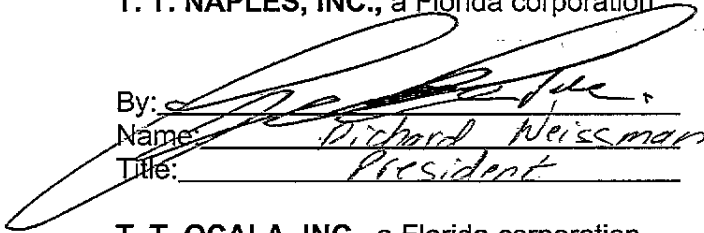
Name: Richard Weissman

Title: President

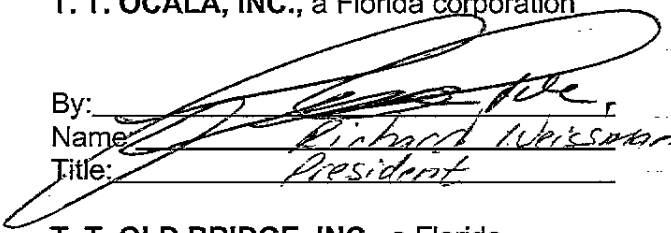
T. T. MORENO VALLEY, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President

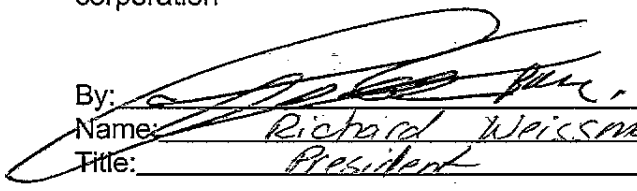
T. T. NAPLES, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President

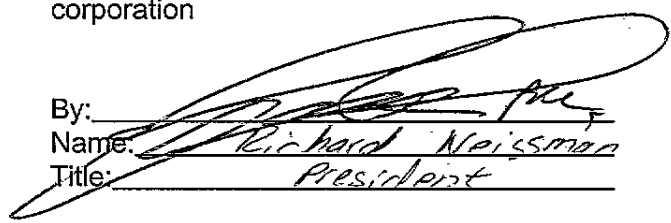
T. T. OCALA, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President

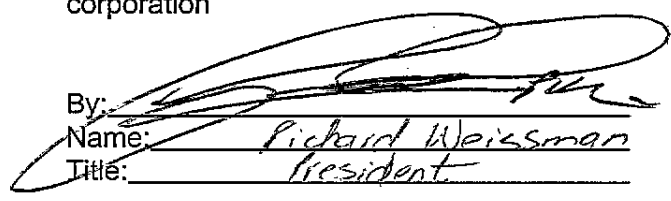
T. T. OLD BRIDGE, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President

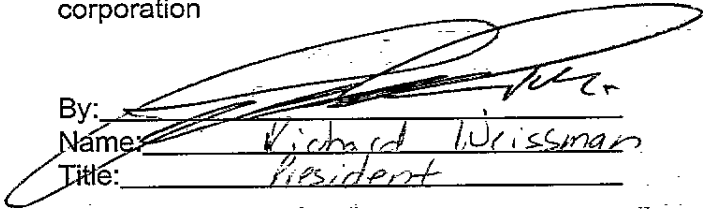
T. T. PEMBROKE PINES, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President

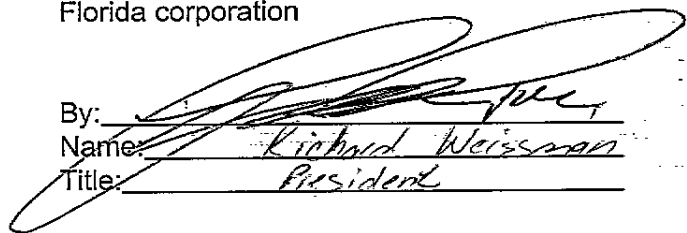
T. T. PLANTATION, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President

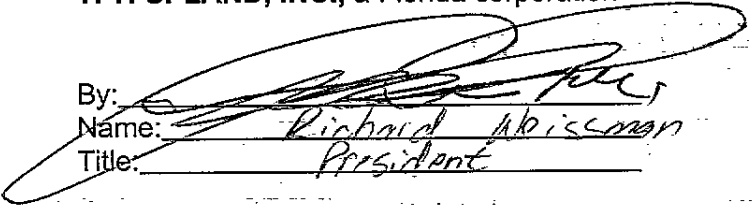
T. T. RANCHO CUCAMONGA, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President

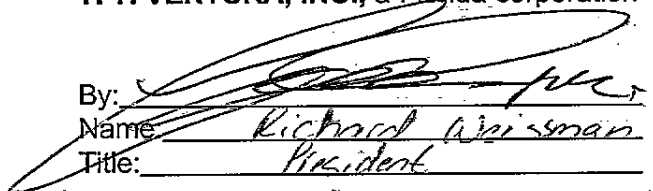
T. T. SAN JUAN CAPISTRANO, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President

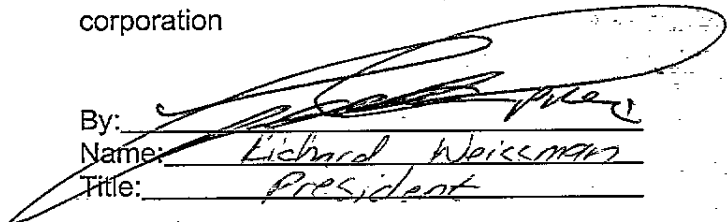
T. T. UPLAND, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President

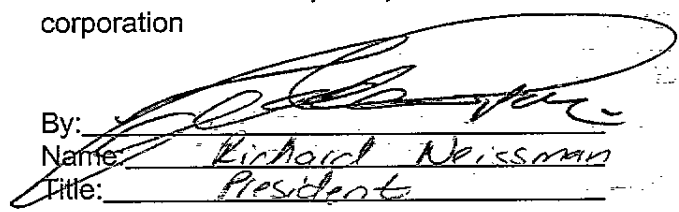
T. T. VENTURA, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President

TUTOR TIME VESTAL, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President

T. T. GP HOLDINGS, INC., a Florida corporation

By: 
Name: Richard Weissman
Title: President