

96000076831



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 058117 5013689

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pujols

ORDER DATE : December 9, 1998

ORDER TIME : 2:41 PM

ORDER NO. : 058117-005

600002708166--4

CUSTOMER NO: 5013689

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

ARTICLES OF MERGER

RECEIVED
98 DEC -9 PM 3:25
DIVISION OF CORPORATION

SUNLAKE SPORTS AND ARTS CAMP,
INC.

INTO

BOCA RATON PREPARATORY, INC.

FILED
98 DEC -9 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Jee 12/10

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SUNLAKE SPORTS AND ARTS CAMP, INC., a Florida corporation,
P96000101713

INTO

BOCA RATON PREPARATORY, INC., a Florida corporation, P96000076831.

File date: December 9, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
OF
SUNLAKE SPORTS AND ARTS CAMP, INC., a Florida corporation
INTO
BOCA RATON PREPARATORY, INC., a Florida corporation**

FILED
98 DEC -9 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS ARTICLES OF MERGER between **SUNLAKE SPORTS AND ARTS CAMP, INC.,** a Florida corporation into **BOCA RATON PREPARATORY, INC.,** a Florida corporation

1. Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), **SUNLAKE SPORTS AND ARTS CAMP, INC.** and **BOCA RATON PREPARATORY, 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) **SUNLAKE SPORTS AND ARTS CAMP, INC.** shall be merged into **BOCA RATON PREPARATORY, INC.,** which shall be the surviving corporation.

(b) On the effective date of the Merger, the separate existence of **SUNLAKE SPORTS AND ARTS CAMP, INC.** shall cease and its stock shall be canceled. **BOCA RATON PREPARATORY, INC.** shall succeed to all the properties, rights and other assets of **SUNLAKE SPORTS AND ARTS CAMP, INC.** and shall be subject to all the liabilities of without further action by any of the corporations.

(c) Each share of **SUNLAKE SPORTS AND ARTS CAMP, 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 **BOCA RATON PREPARATORY, INC.** (the "GP Common Stock").

(d) The Articles of Incorporation of **BOCA RATON PREPARATORY, INC.** shall continue to be the Articles of Incorporation of the surviving corporation following the effective date of the Merger.

(e) The Bylaws of **BOCA RATON PREPARATORY, 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, **BOCA RATON PREPARATORY, 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 **BOCA RATON PREPARATORY, 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 shareholder of SUNLAKE SPORTS AND ARTS CAMP, INC. as of November 19, 1998.

4. The Plan of Merger was adopted by the Sole shareholder of BOCA RATON PREPARATORY, INC. as of November 19, 1998.

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.

SUNLAKE SPORTS AND ARTS CAMP, INC.,
a Florida corporation

By: 

Name: Richard Weissman

Title: President

BOCA RATON PREPARATORY, INC., a
Florida corporation

By: 

Name: Richard Weissman

Title: President