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## Florida Department of State

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## MERGER OR SHARE EXCHANGE

Ras-St. Cloud, Inc.

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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Ras-St. Cloud, Inc.	Delaware

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Webster College, Inc.	Florida
Ras-Eagan, Inc.	Delaware
Ras-Minnetonka, Inc.	Delaware
Ras-Mankato, Inc.	Delaware
Aakers, Inc.	Delaware



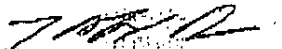

Third: An Agreement of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Agreement of Merger was adopted by the shareholders of the surviving corporation on November 2<sup>nd</sup>, 2009.

Sixth: Agreement of Merger was adopted by the shareholders of the merging corporations on November 2<sup>nd</sup>, 2009.

Seventh: Signature for each corporation:

<u>Name</u>	<u>Signature</u>	<u>Name &amp; Title of Signatory</u>
Ras-St. Cloud, Inc.		J. Michael Locke, Chairman and Vice President
Webster College, Inc.		J. Michael Locke, Chairman and Vice President
Ras-Eagan, Inc.		J. Michael Locke, Chairman and Vice President
Ras- Minnetonka, Inc.		J. Michael Locke, Chairman and Vice President

Rae- Mankato, Inc.



J. Michael Locke, Chairman  
and Vice President

Aakers, Inc.



J. Michael Locke, Chairman  
and Vice President

## AGREEMENT OF MERGER

Now on this 2nd day of November, A.D., Webster College, Inc., a Florida corporation, Ras-Eagan, Inc., a Delaware corporation, Ras-Minnetonka, Inc., a Delaware corporation, Ras-Mankato, Inc., a Delaware corporation, Aakers, Inc., a Delaware corporation and Ras-St. Cloud, Inc., a Delaware corporation, pursuant to Section 251 of the General Corporation Law of the State of Delaware, have entered into the following Agreement of Merger;

**WITNESSETH** that:

**WHEREAS**, the respective Boards of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified;

**WHEREAS**, said Webster College, Inc. filed its Certificate of Incorporation in the office of the Florida Department of State on December 23, 1996;

**WHEREAS**, said Ras-Eagan, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on November 5, 2003;

**WHEREAS**, said Ras-Minnetonka, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on November 5, 2003;

**WHEREAS**, said Ras-Mankato, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on November 5, 2003;

**WHEREAS**, said Aakers, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on November 5, 2003; and

**WHEREAS**, said Ras-St. Cloud, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on November 5, 2003;

**NOW THEREFORE**, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

**FIRST:** Ras-St. Cloud, Inc. hereby merges into itself Webster College, Inc., Ras-Eagan, Inc., Ras-Minnetonka, Inc., Ras-Mankato, Inc. and Aakers, Inc. and said Webster College, Inc., Ras-Eagan, Inc., Ras-Minnetonka, Inc., Ras-Mankato, Inc. and Aakers, Inc. is merged into Ras-St. Cloud, Inc., which shall be the surviving corporation.

**SECOND:** The Certificate of Incorporation of Ras-St. Cloud, Inc., as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

**THIRD:** The directors and officers of Ras-St. Cloud, Inc. immediately prior to the merger shall be the directors and officers of the corporation surviving this merger and shall thereafter continue in office in accordance with the Certificate of Incorporation and Bylaws of the corporation surviving the merger.

**FOURTH:** The manner of converting the outstanding shares of each of the constituent corporations shall be as follows: On the date the merger becomes effective, by virtue of the merger and without further action by the holder thereof, each share of Webster College, Inc., Ras-Eagan, Inc., Ras-Minnetonka, Inc., Ras-Mankato, Inc. and Aakers, Inc. stock held by Rasmussen, Inc. (fka Rasmussen College, Inc.) shall be canceled and cease to exist immediately upon the date the merger becomes effective.

**FIFTH:** The authorized stock and par value of the surviving corporation is 1,000 shares at \$0.01 par value.

**SIXTH:** This merger shall become effective upon filing with the Secretary of State of Delaware, but shall be deemed effective as of October 1, 2009.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

Webster College, Inc.

By: JML  
Name: J. Michael Locke  
Title: Chairman and Vice President

Rus-Eagan, Inc.

By: JML  
Name: J. Michael Locke  
Title: Chairman and Vice President

Rus-Minnetonka, Inc.

By: JML  
Name: J. Michael Locke  
Title: Chairman and Vice President

Rus-Mankato, Inc.

By: JML  
Name: J. Michael Locke  
Title: Chairman and Vice President

Ankers, Inc.

By: JML  
Name: J. Michael Locke  
Title: Chairman and Vice President

Rus-St. Cloud, Inc.

By: JML  
Name: J. Michael Locke  
Title: Chairman and Vice President