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P98000005145

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Tallahassee, FL 32301
City State Zip Phone

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CORPORATION(S) NAME

Merger

Scholaraid, Inc

merging into:

Scholaraid, Com, Inc

- ☐ Profit ☐ Amendment ☒ Merger
☐ NonProfit
☐ Limited Liability Company ☐ Dissolution/Withdrawal ☐ Mark
☐ Foreign
☐ Limited Partnership ☐ Annual Report ☐ Other
☐ Reinstatement ☐ Reservation ☐ Change of R.A.
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SCHOLARAIID, INC., a Florida corporation P98000005145
,

INTO

SCHOLARAIID.COM, INC.. a Delaware corporation not qualified in Florida

File date: April 9, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

OF

SCHOLAR AID, INC.
(a Florida corporation)

AND

SCHOLAR AID.COM, INC.
(a Delaware corporation)

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99 APR - 9 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

1. ScholarAid, Inc., a Florida corporation ("ScholarAid-FL"), shall be merged with and into ScholarAid.com, a Delaware corporation ("ScholarAid-DE"), which shall be the surviving corporation.

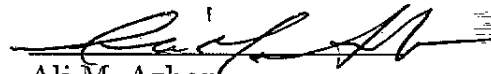
2. The merger shall become effective on the day that both these Articles of Merger have been filed by the Secretary of State of Florida and a Certificate of Merger has been filed by the Secretary of State of Delaware (the "Effective Date").

3. The Agreement and Plan of Merger dated as of April 8, 1999, and attached hereto as Exhibit A, pursuant to which ScholarAid-FL shall be merged with and into ScholarAid-DE (the "Merger"), was adopted by the shareholders of ScholarAid-FL by written consent dated April 8, 1999, by the shareholders of ScholarAid-DE by written consent dated April 8, 1999, by the Board of Directors of ScholarAid-FL by written consent dated April 8, 1999, and by the Board of Directors of ScholarAid-DE by written consent dated April 8, 1999.

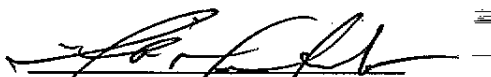
4. These Articles of Merger may be executed in multiple counterparts and may be executed by facsimile.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of April 8, 1999.

SCHOLARAID, INC.
a Florida corporation


Ali M. Azhar
President

SCHOLARAID.COM, INC.
a Delaware corporation


Ali M. Azhar
President

AGREEMENT AND PLAN OF MERGER

BETWEEN

SCHOLAR AID, INC.
(a Florida corporation)

AND

SCHOLAR AID.COM, INC.
(a Delaware corporation)

Agreement and Plan of Merger dated April 8, 1999 between ScholarAid, Inc., a Florida corporation ("ScholarAid-FL") and ScholarAid.com, Inc., a Delaware corporation ("ScholarAid-DE")

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement and Plan of Merger (the "Agreement"), the parties agree as follows:

1. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Business Corporation Act, on the Effective Date, ScholarAid-FL shall be merged with and into ScholarAid-DE (the "Merger"), the separate and corporate existence of ScholarAid-FL shall cease, and ScholarAid-DE shall continue its corporate existence under the laws of Delaware under its present name (the "Surviving Corporation"). (ScholarAid-FL and ScholarAid-DE are collectively referred to as the "Constituent Corporations").

2. The Merger shall become effective on the day that both a Certificate of Merger has been filed by the Secretary of State of Delaware and the Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Date").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or

deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

4. On the Effective Date, by virtue of the Merger and without any action on the part of the parties or otherwise:


(a) Each issued and outstanding share of the capital stock of ScholarAid-FL shall be exchanged for 10,000 Shares of Common Stock ScholarAid-DE.

(b) Each issued and outstanding share of the capital stock of ScholarAid-DE shall remain issued and outstanding.

5. The articles of incorporation of ScholarAid-DE in effect immediately prior to the Effective Date, shall remain in effect and be the articles of incorporation of the Surviving Corporation.

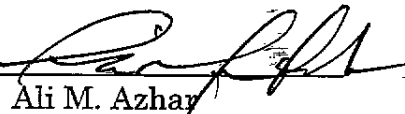
This Agreement and Plan of Merger can be executed in counterpart and by facsimile.

Attested By:

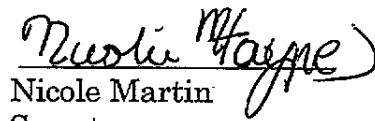

Robert J. Herrin
Secretary

ScholarAid, Inc.
(a Florida corporation)

By:



Ali M. Azhar
President

Attested By:


Nicole Martin
Secretary

ScholarAid.com, Inc.
(a Delaware corporation)

By:

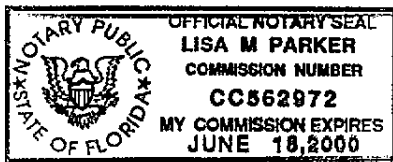

Ali M. Azhar
President

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF Duval

The foregoing instrument was acknowledged before me this 8th day of April, 1999, by Ali M. Azhar as President of ScholarAid, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FID as identification and did take an oath.



NOTARY PUBLIC:

Sign: Lisa M. Parker

Print: Lisa M. Parker

State of Florida

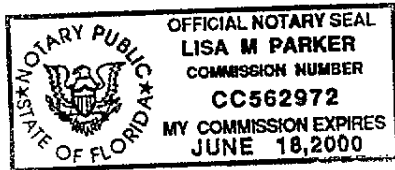
My commission expires June 18, 2000

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF Duval

The foregoing instrument was acknowledged before me this 8th day of April, 1999, by Ali M. Azhar as President of ScholarAid.com, Inc., a Delaware corporation, on behalf of the corporation. He is personally known to me or has produced FIDI as identification and did take an oath.



NOTARY PUBLIC:

Sign: Lisa M. Parker

Print: Lisa M. Parker

State of Florida

My commission expires June 18, 2000