

Document Number Only

P9800001-6084

C T CORPORATION SYSTEM

CF

17.50

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002693133--4

-11/23/98--01005--023

*****70.00 *****70.00

300002693133--4

-11/24/98--01067--014

*****17.50 *****17.50

Mindsharp Learning Centers, Inc.

merging into:

Mindsharp Learning Centers, L.P.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call When Ready

☐ Call if Problem

☐ Will Wait

☐ Other UCC-1/ UCC-3

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

☐ Walk In

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

CONNIE

598A UU 55993

B/K

11/20/98

CR2E031 (1-89)

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DIVISION OF CORPORATIONS
98 NOV 20 PM 11:06

EFFECTIVE DATE
11/30/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

MINDSHARP LEARNING CENTERS, INC., a Florida corporation
(P98000016084)

,

INTO

MINDSHARP LEARNING CENTERS, L.P., a Delaware entity not qualified in
Florida.

File date: November 20, 1998, effective November 30, 1998

Corporate Specialist: Buck Kohr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 23, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: MINDSHARP LEARNING CENTERS, INC.
Ref. Number: P98000016084

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We have received your document for MINDSHARP LEARNING CENTERS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please note that we have RETAINED your \$70.00 payment.

In cross-entity mergers, there is a fee of \$35.00 for each corporation involved, and \$52.50 for each limited partnership.

The total amount required to file this merger is \$87.50.

Please return your documents with an ADDITIONAL \$17.50.

ALSO, PLEASE NOTE that on the second page of this filing, it is indicated that the Florida document number for MINDSHARP LEARNING CENTERS, L.P. is "APPLIED FOR". Is this partnership actually going to qualify in Florida???? We note that in the OTHER MERGER these people are filing, the survivor -- RANDSTAD US, L.P. -- is NOT qualified in Florida.

The plan of merger must contain the manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 598A00055993

(11/24)

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

EFFECTIVE DATE
11/20/98

Name and Street Address

Jurisdiction

Entity Type

1. MindSharp Learning Centers, Inc.
2015 South Park Place
Atlanta, Georgia 30339

Florida

Corporation

Florida Document/Registration Number: P98000016084

FEI Number: 59-3496838

2. _____

Florida Document/Registration Number: _____

FEI Number: _____

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|---------------------|
| MindSharp Learning Centers, L.P. 2015 South Park Place Atlanta, Georgia 30339 | Delaware | Limited Partnership |
| Florida Document/Registration Number: _____ | FEI Number: _____ | Applied For _____ |

EFFECTIVE DATE
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THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

5:00 pm (EST) November 30, 1998

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EFFECTIVE DATE
11/30/98

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

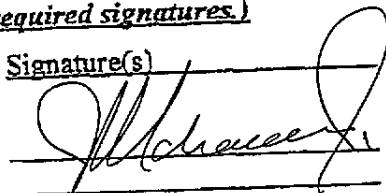
(Note: Please see instructions for required signatures.)

Name of Entity _____

Signature(s) _____

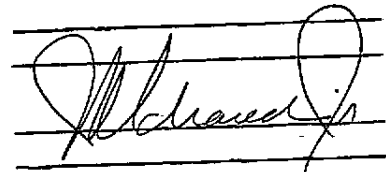
Typed or Printed Name of Individual _____

MindSharp Learning
Centers, Inc.



Jesse P. Schaudies, Jr.
Vice President

MindSharp Learning
Centers, L.P.



Jesse P. Schaudies, Jr.,
Vice President of
Randstad General Partner (US)
LLC, its sole general partner

(Attach additional sheet(s) if necessary)

AGREEMENT OF MERGER

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98 NOV 20 PM 1:06

THIS AGREEMENT OF MERGER (the "Agreement"), is dated this 19th day of November, 1998, pursuant to Section 17-211 of the Delaware Revised Uniform Limited Partnership Act and Chapter 607 of the Florida Business Corporation Act, between MindSharp Learning Centers, Inc., a Florida corporation (the "Merging Corporation") and MindSharp Learning Centers, L.P., a Delaware limited partnership (the "Surviving Entity").

EFFECTIVE
11/30/98

WITNESSETH that:

WHEREAS, the Merging Corporation desires to merge with and into the Surviving Entity; and

NOW THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby set forth the terms and conditions of said merger (the "Merger") and mode of carrying the same into effect as follows:

FIRST: MindSharp Learning Centers, Inc. shall merge with and into Mindsharp Learning Centers, L.P., which shall be the surviving entity when the Merger takes place and which shall continue to exist as said surviving entity under the name Mindsharp Learning Centers, L.P. The separate existence of the Merging Corporation shall cease when the Merger takes effect.

SECOND: The Limited Partnership Agreement of MindSharp Learning Centers, L.P., as is in effect on the date of the Merger, shall continue in full force and effect as the Limited Partnership Agreement of the Surviving Entity until amended and changed in the manner prescribed by the jurisdiction of organization of the Surviving Entity.

THIRD: The outstanding shares of the capital stock of the Merging Corporation shall be cancelled without consideration. Any general and/or limited partnership interests in the

Surviving Entity which are outstanding at the time of the Merger shall continue to be outstanding and unchanged following the Merger. The corporation will have no rights to acquire interests, shares, obligations or other securities.

FOURTH: The Merger shall become effective as of 5:00 p.m. (Eastern Standard Time) on November 30, 1998.

FIFTH: The Agreement of Merger herein made shall be submitted to the shareholders of the Merging Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and to the partners of the Surviving Entity for their approval or rejection as provided in the Delaware Revised Uniform Limited Partnership Act.

SIXTH: The Merging Corporation has complied with the applicable provisions of Chapter 607 of the Florida Business Corporation Act.

SEVENTH: In the event that the Agreement of Merger shall have been approved by the shareholders entitled to vote of the Merging Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act and the partners of the Surviving Entity pursuant to the Delaware Revised Uniform Limited Partnership Act, the Merging Corporation and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware or of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

EIGHTH: The Board of Directors and the proper officers of the Merging Corporation and the general partner of the Surviving Entity, respectively, are hereby authorized, empowered, and directed to do any and all acts and things and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or

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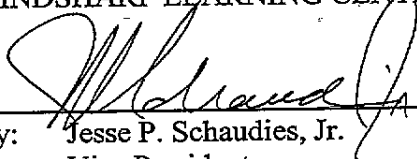
convenient to carry out or put into effect any of the provisions of this Agreement of Merger of the Merger herein provided for.

NINTH: The sole general partner of the Surviving Entity is Randstad General Partner (US) LLC and its business address is 2015 South Park Place, Atlanta, Georgia 30339.

IN WITNESS WHEREOF, the undersigned have executed or caused their duly authorized representative to execute this Agreement as of the 19th day of November, 1998.

"Merging Corporation"

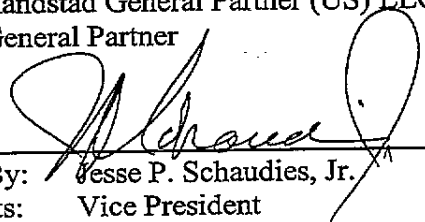
MINDSHARP LEARNING CENTERS, INC.


By: Jesse P. Schaudies, Jr.
Its: Vice President

"Surviving Entity"

MINDSHARP LEARNING CENTERS, L.P.

By: Randstad General Partner (US) LLC
Its: General Partner


By: Jesse P. Schaudies, Jr.
Its: Vice President

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EFFECTIVE DATE
11/30/98