

P99000054553

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merge

SJ

## Cover Letter

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Teaching The World About Chiropractic, Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Stratton

(Contact Person)

Michael Stratton, P.A.

(Firm/Company)

Post Office Box 1776

(Address)

Winter Park, FL 32790

(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Stratton

Name of Contact Person

At

407-678-4529

(Area Code & Daytime Telephone Number)

☒ Filing Fees and a Certified copy \$78.75 (additional copy of document is enclosed for a certified copy)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

*Michael Stratton. P.A.*

Attorney at Law  
407-678-4LAW  
www.FlaUsaLaw.com

Mailing Address:  
Post Office Box 1776  
Winter Park, Florida 32790

Office Address:  
890 Northern Way, Suite C-2  
Winter Springs, Florida 32708

May 17, 2006

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
ATTN: Ms. Thelma Lewis

Dear Ms. Lewis:

Thank you for assisting with the filing of this merger. As we spoke about on the telephone enclosed are the check for \$78.75 to cover the filing fees and certified copy fees for this merger. Also enclosed are the copies for certification. Again, thank you for your assistance.

Sincerely,



Michael Stratton  
Attorney at Law

**ARTICLES OF MERGER**

between  
Teaching The World About Chiropractic, Inc.  
and  
Body By God, Inc.

**FILED**

06 MAY 17 PM 3:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), Teaching the World About Chiropractic, Inc., a Florida corporation, document number P99000054553 ("TTWAC"), and Body By God, Inc., a Florida Corporation, document number P01000067312 ("BBG"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of BBG into TTWAC (the "Merger"), with TTWAC as the surviving corporation following the Merger.

**ARTICLE I**

The Plan of Merger for the Merger of BBG into TTWAC is attached hereto as Exhibit A and is incorporated herein by this reference.

**ARTICLE II**

The Merger shall become effective upon the time of filing of these Articles of Merger with the Department of State, of the State of Florida.

**ARTICLE III**

The Plan of Merger, which is part of an Agreement and Plan of Merger, was adopted and approved by the shareholders of TTWAC through a Statement and Consent to Action signed by all of the shareholders of TTWAC on April 29, 2006. The Plan of Merger, which is part of an Agreement and Plan of Merger, was adopted and approved by the shareholders of BBG through a Statement and Consent to Action signed by all of the shareholders of BBG on April 29, 2006.

**IN WITNESS WHEREOF**, the undersigned have caused these Articles of Merger to be executed as of this 29<sup>th</sup> day of April, 2006.

TEACHING THE WORLD ABOUT CHIROPRACTIC, INC.  
A Florida Corporation

By: \_\_\_\_\_  
Gregory Loman, Director

BODY BY GOD, INC.  
A Florida Corporation

By: \_\_\_\_\_  
Benjamin Lerner, Director

**PLAN OF MERGER**  
between  
Teaching The World About Chiropractic, Inc.  
and  
Body By God, Inc.

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1. The name of each corporation planning to merge is
  - a. The name of the surviving corporation is Teaching the World About Chiropractic, Inc., a Florida corporation, document number P99000054553 ("TTWAC")
  - b. The name of the merging corporation is Body By God, Inc., a Florida Corporation, document number P01000067312 ("BBG")
2. In accordance with the Florida Business Corporation Act, ("FBCA"), at the Effective Time, (as defined below), BBG shall be merged with and into TTWAC, and the separate corporate existence of BBG shall thereupon cease, and TTWAC shall be the surviving corporation in the Merger, (the "Surviving Corporation). The Merger shall become effective upon the time of filing of the Articles of Merger with the Department of State, of the State of Florida (the "Effective Time").
3. The general terms and conditions of the merger are as follows:
  - a. The Merger shall have the effects set forth herein and in the applicable provisions of the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, powers and franchises of TTWAC and BBG shall vest in the Surviving Corporation, and all debts, liabilities, and duties of TTWAC and BBG shall become the debts, liabilities and obligations of the Surviving Corporation.
4. The manner and basis of converting the shares of each corporation shall be as follows:
  - a. At the Effective Time, by virtue of the merger and without any action on the part of BBG, TTWAC, or the holders of any shares of common stock, par value \$1.00 per share of TTWAC ("TTWAC Common Stock") or any shares of capital stock of BBG.
    - i. Each share of capital stock of BBG issued and outstanding immediately prior to the Effective Time shall be converted into and become one validly issued fully paid and non-assessable share of common stock of the Surviving Corporation.
5. At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the TTWAC as in effect immediately prior to the Effective Time.
6. At the Effective Time, the Bylaws of TTWAC, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended.
7. A copy of the Agreement and Plan of Merger dated April 1, 2006, by and between Teaching the World About Chiropractic, Inc. and Body By God, Inc. was sent to each shareholder of each corporation on or about April 19, 2006.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of this 29<sup>th</sup> day of April, 2006.

TEACHING THE WORLD ABOUT CHIROPRACTIC, INC.  
A Florida Corporation

By:   
\_\_\_\_\_  
Gregory Loman, Director

BODY BY GOD, INC.  
A Florida Corporation

By:   
\_\_\_\_\_  
Benjamin Lerner, Director