

P 99000082467

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REPLY TO:

October 11, 1999

Murrell Road

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger of Pearce Properties, Inc. and
Edu-Tech Associates, Inc. with and into Edu-Tech
Associates of Florida, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of
Merger of Pearce Properties, Inc. and Edu-Tech Associates, Inc.
with and into Edu-Tech Associates of Florida, Inc., together with
a check for \$157.50 to cover the \$105.00 filing fee and \$52.50
certified copy fee.

Once the Articles of Merger have been filed, the
certified copy should be returned to this office.

Very truly yours, 2000003017372--6
-10/18/99--01112--002
***157.50 ***157.50

JOEL E. BOYD

Merger
10-27-99
JEB

JEB/ym

Enclosures

FILED
99 OCT 18 AM 8:51
TALLAHASSEE, FLORIDA

FILED

99 OCT 18 AM 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

PEARCE PROPERTIES, INC., a non-qualified New Jersey corporation

EDU-TECH ASSOCIATES, INC., a non-qualified Connecticut corporation

INTO

EDU-TECH ASSOCIATES OF FLORIDA, INC., a Florida entity, P99000082467

File date: October 18, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER OF
PEARCE PROPERTIES, INC. AND EDU-TECH ASSOCIATES, INC.
WITH AND INTO EDU-TECH ASSOCIATES OF FLORIDA, INC.

FILED
OCT 18 AM 8:51
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of PEARCE PROPERTIES, INC., a New Jersey corporation, and EDU-TECH ASSOCIATES, INC., a Connecticut corporation, with and into EDU-TECH ASSOCIATES OF FLORIDA, INC., a Florida corporation, with EDU-TECH ASSOCIATES OF FLORIDA, INC. being the surviving corporation, is set forth below:

"PLAN OF MERGER OF
PEARCE PROPERTIES, INC. AND EDU-TECH ASSOCIATES, INC.
WITH AND INTO EDU-TECH ASSOCIATES OF FLORIDA, INC.

1. PEARCE PROPERTIES, INC., a New Jersey corporation, ("Pearce") and EDU-TECH ASSOCIATES, INC., a Connecticut corporation, ("Edu-Tech"), shall merge with and into EDU-TECH ASSOCIATES OF FLORIDA, INC., a Florida corporation ("Edu-Tech Florida"), with EDU-TECH ASSOCIATES OF FLORIDA, INC., a Florida corporation, as the surviving corporation.

2. Upon the consummation of the merger of Pearce and Edu-Tech with and into Edu-Tech Florida, the separate existence of Pearce and Edu-Tech shall cease. Edu-Tech Florida, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Edu-Tech Florida shall not be affected by the merger and upon the merger, Edu-Tech Florida, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Pearce and Edu-Tech prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Pearce and Edu-Tech shall be preserved and remain unimpaired by the merger, all liens upon the properties of Pearce and Edu-Tech shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Pearce and Edu-Tech shall henceforth attach to Edu-Tech Florida and may be enforced against Edu-Tech Florida to the same extent as if such obligations and duties had been incurred by Edu-Tech Florida. Additionally, any existing claim or action or proceeding pending by or against Pearce, Edu-Tech or Edu-Tech Florida may be continued as if the merger did not occur or Edu-Tech Florida may be substituted in such proceedings for Pearce and Edu-Tech.

3. The manner and basis of converting the shares of Pearce, Edu-Tech and Edu-Tech Florida into shares of Edu-Tech Florida are as follows:

a. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of Edu-Tech Florida issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of common stock, no par value, of Pearce issued and outstanding shall be converted into one (1) share(s) of common stock, One Dollar (\$1.00) par value, of Edu-Tech Florida. The total consideration that the shareholders of Pearce shall receive for the one hundred (100) shares of outstanding no par value common stock of Pearce shall be one hundred (100) shares of One Dollar (\$1.00) par value common stock of Edu-Tech Florida.

c. At the effective date of the merger, each share of common stock, no par value, of Edu-Tech issued and outstanding shall be converted into one (1) share(s) of common stock, One Dollar (\$1.00) par value, of Edu-Tech Florida. The total consideration that the shareholders of Edu-Tech shall receive for the one hundred (100) shares of outstanding no par value common stock of Edu-Tech shall be one hundred (100) shares of One Dollar (\$1.00) par value common stock of Edu-Tech Florida.

4. The Articles of Incorporation of Edu-Tech Florida in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of Edu-Tech Florida.

5. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida."

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents dated as of the 6th day of October, 1999.

ARTICLE II - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 6th day of October, 1999.

PEARCE PROPERTIES, INC., a New Jersey corporation

By: *Doris L. Hertzberg*
DORIS L. HERTZBERG, President

Attest: *Doris L. Hertzberg*
DORIS L. HERTZBERG, Secretary

EDU-TECH ASSOCIATES, INC., a Connecticut corporation

By: *Doris L. Hertzberg*
DORIS L. HERTZBERG, President

Attest: *Doris L. Hertzberg*
DORIS L. HERTZBERG, Secretary

EDU-TECH ASSOCIATES OF FLORIDA, INC., a Florida corporation

By: *Doris L. Hertzberg*
DORIS L. HERTZBERG, President

Attest: *Doris L. Hertzberg*
DORIS L. HERTZBERG, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 6th day of October, 1999, by DORIS L. HERTZBERG, President and Secretary of PEARCE PROPERTIES, INC., a New Jersey corporation, EDU-TECH ASSOCIATES, INC., a Connecticut corporation, and EDU-TECH ASSOCIATES OF FLORIDA, INC., a Florida corporation, on behalf of these corporations. She is personally known to me or has produced n/a as identification and did not take an oath.

Yvonne Mendez
Notary Public



Name of Notary, typed, printed or stamped

Notary Public, State of Florida

My Commission Expires: _____

Commission Number: _____

(NOTARY'S SEAL)