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MERGER OR SHARE EXCHANGE

SMU ACQUISITION CORP.

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CERTIFICATE OF MERGER FOR FLORIDA LIMITED LIABILITY COMPANY

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

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

Name and Street AddressJurisdictionEntity Type

1. St. Matthew's Cayman International, Ltd. Co.
1005 W. College Blvd., Suite A
Niceville, FL 32578

FloridaLLCFlorida Document/Registration Number: L02000016724FEI Number: 300092862

2. SMU Acquisition Corp.
1005 W. College Blvd., Suite A
Niceville, FL 32578

DelawarecorporationFlorida Document/Registration Number: F05000004855FEI Number: 20-3322762

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>
<u>SMV Acquisition Corp.</u>	<u>Delaware</u>	<u>corporation</u>
<u>41 West Putnam Avenue</u>		
<u>Greenwich, CT 06830</u>		

Florida Document/Registration Number: P05000064955FEI Number: 20-3322769

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

(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.

ELEVENTH: SIGNATURES FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity
St. Matthew's Cayman
International, Ltd. Co.

Signature(s)



Typed or Printed Name of Individual

By: SNU Acquisition Corp.,
its Sole Member

By: Steven C. Rodger,

SNU Acquisition Corp.



Steven C. Rodger, Co-Chairman

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
St. Matthew's Cayman International, Ltd. Co.	Florida
SMU Acquisition Corp.	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
SMU Acquisition Corp.	Delaware

THIRD: The terms and conditions of the merger are as follows:

see Exhibit A attached hereto.

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See Exhibit A attached hereto.

- B. 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 are as follows:

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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EXHIBIT A

TO
PLAN OF MERGER
OF

ST. MATTHEW'S CAYMAN INTERNATIONAL, LTD. CO.
(a Florida limited liability company)

WITH AND INTO

SMU ACQUISITION CORP.
(a Delaware corporation)

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"THIRD: The terms and conditions of the merger are as follows:

1. Merger. St. Matthew's Cayman International, Ltd. Co., a Florida limited liability company (hereinafter referred to as the "Merged Company") shall merge with and into SMU Acquisition Corp., a Delaware corporation (hereinafter referred to as the "Surviving Corporation"), which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Merged Company shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Merged Company, without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Company, and neither the rights of creditors nor any liens on the property of the Merged Company shall be impaired by the merger.

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3. Conversion of Membership Interests. The manner and basis of converting the membership interests of the Merged Company into shares of the Surviving Corporation are as follows:

(a) Each share of membership interest of the Merged Company outstanding on the effective date of the merger shall be canceled, and no payment shall be made with respect thereto.

(b) Each share of common stock of the Surviving Corporation issued and outstanding on the effective date of the merger shall remain issued and outstanding.

4. Certificate of Incorporation. The Amended and Restated Certificate of Incorporation of the Surviving Corporation is to be further amended and changed by reason of the merger herein certified by striking out Article FIRST thereof, relating to the name of said Surviving Corporation, and by substituting in lieu thereof, the following new Article FIRST:

"FIRST: The name of the Corporation is St. Matthew's University, Inc. (the "Corporation")";

and said Amended and Restated Certificate of Incorporation as so further amended shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

5. By-laws of Surviving Corporation. The By-laws of the Surviving Corporation shall continue to be its By-laws following the effective date of the merger.

6. Purposes of Surviving Corporation. The purposes set forth in the Amended and Restated Certificate of Incorporation of the Surviving Corporation, as in effect on the date of the

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merger, shall continue in full force and effect as the corporate purposes of the Surviving Corporation following the effective date of the merger.

7. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation following the merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

8. Effective Date of the Merger.

(a) This Agreement and the merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State and the Certificate of Merger with the Delaware Secretary of State.

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Company shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith."