

POB000140411

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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Surviving corp is
corp: Bited 10/31/06
(58)



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10/31/06--01075--017 **113.75

FILED
06 OCT 31 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wright

[Signature]

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE HARVARD LEARNING CENTERS, INC.
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Donald Platten

(Contact Person)

The Harvard Learning Centers, Inc.

(Firm/Company)

433 PLAZA REAL, SUITE 275

(Address)

Boca Raton, FL 33432

(City, State and Zip Code)

For further information concerning this matter, please call:

Guy M. Jean-Pierre

(Name of Contact Person)

at (954) 547-4039

(Area Code and Daytime Telephone Number)

Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
THE HARVARD LEARNING CENTER, INC.	FLORIDA	PO6000140411

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
THE HARVARD LEARNING CENTER, INC.	FLORIDA	PO6000098055
AMERICAN WAY BUSINESS DEVELOPMENT CORPORATION, NOW CONVERTED INTO A FLORIDA BUSINESS ENTITY AS THE HARVARD LEARNING CENTER, INC.	FLORIDA (formerly a Delaware entity prior to the conversion)	PO6000140411

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR October 26, 2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on October 12, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 26, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
OCT 31 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

AMERICAN WAY BUSINESS DEVELOPMENT CORPORATION (CONVERTED INTO A FLORIDA CORPORATION) UNDER THE NAME: THE HARVARD LEARNING CENTERS, INC. FLORIDA (Concurrently converted from a Delaware Corporation)

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

THE HARVARD LEARNING CENTERS, INC. FLORIDA
(100% owned by the PARENT)

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Since the parent is the 100% shareholder of the merged subsidiary, there are no shares to convert. Please note also that the parent is assuming all of the obligations of the subsidiary and will hereafter conduct business under the name of the subsidiary:
(Attach additional sheets if necessary)
THE HARVARD LEARNING CENTERS, INC.

- If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation,
- a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

The Harvard Learning
Centers, Inc.



Don Platten, President

The Harvard Learning
Centers, Inc. (Formerly
American Way Business
Development Corporation



Don Platten, President