

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

NAME CHANGE

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 07/13/2007. Attached is a true and correct copy of the said filing.

Surviving Entity:

GOLDEN LINK FOUNDATION, INC., a Georgia Non-Profit Corporation

Changing its Name to:

ADOPTION WORLD, INC., a Georgia Non-Profit Corporation

Non surviving Entity/Entities:

ADOPTION WORLD (INC.), an Illinois Non-Qualifying Entity

WITNESS my hand and official seal of the City of Atlanta
and the State of Georgia on July 13, 2007



A handwritten signature in cursive script that reads "Karen C Handel".

Karen C Handel
Secretary of State

**STATE OF GEORGIA
ARTICLES OF MERGER
MERGING
ADOPTION WORLD
WITH AND INTO
GOLDEN LINK FOUNDATION, INC.**

Pursuant to Section 14-3-1104 of the Georgia Nonprofit Corporation Act, the undersigned corporations submit the following Articles of Merger for filing:

1. The name and state of formation of the merging nonprofit corporations are:

<u>NAME</u>	<u>STATE OF FORMATION</u>
Golden Link Foundation, Inc.	Georgia
Adoption World	Illinois

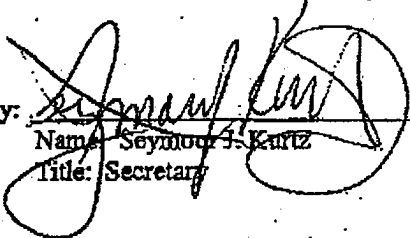
Golden Link Foundation, Inc. will be the surviving entity.

2. The plan of merger has been approved and executed by each of the nonprofit corporations which are to merge and is attached hereto as Exhibit A.
3. The plan of merger was adopted by the unanimous written consent of the directors of Golden Link Foundation, Inc. and Adoption World on July 13, 2007.
4. Each of the nonprofit corporations which are to merge has a single member, and the member of each corporation approved the plan of merger by written consent on July 13, 2007.
5. Article One of the articles of incorporation of Golden Link Foundation, Inc. shall be amended to provide that the name of the corporation is Adoption World, Inc.
6. This Article constitutes an undertaking by the corporation to publish a notice of filing of these Articles of Merger as required by the provisions of subsection (b) of Section 14-3-1104.1 of the Georgia Nonprofit Corporation Act.

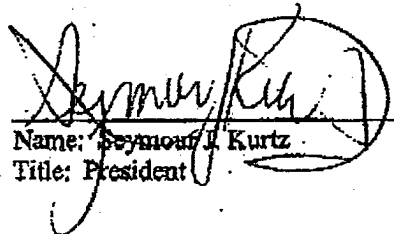


IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 13th day of July, 2007.

GOLDEN LINK FOUNDATION, INC.

By: 
Name: Seymour J. Kurtz
Title: Secretary

ADOPTION WORLD

By: 
Name: Seymour J. Kurtz
Title: President

Signature Page to Articles of Merger
CORPORATIONS DIVISION

2007 JUL 13 P 4:38

SECRETARY OF STATE

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of July 13, 2007, is by and between Golden Link Foundation, Inc., a Georgia nonprofit corporation (the "Company"), and Adoption World, an Illinois not for profit corporation ("Adoption World").

WHEREAS, the Board of Directors of Adoption World deems it to be in the best interests of Adoption World to merge with and into the Company;

WHEREAS, the Board of Directors of the Company deems it to be in the best interests of the Company to merge Adoption World with and into the Company; and

WHEREAS, on July 13, 2007 by unanimous written consent, the respective Boards of Directors of the Company and Adoption World have adopted this Agreement and approved the merger (the "Merger") of Adoption World with and into the Company, with the Company surviving the Merger, pursuant to the terms and conditions of this Agreement;

WHEREAS, on July 13, 2007, the members of the Company and Adoption World have approved this Agreement and approved the Merger of Adoption World with and into the Company, with the Company surviving the Merger, pursuant to the terms and conditions of this Agreement;

NOW, THEREFORE, for and in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt of which each party hereby acknowledges, the parties agree as follows:

1. **The Merger.** Upon the terms and subject to the conditions set forth in this Agreement, Adoption World shall be merged with and into the Company at the Effective Time (as hereinafter defined). Following the Merger, the separate corporate existence of Adoption World shall cease and the Company shall continue as the surviving corporation (the "Surviving Corporation") and shall succeed to and assume all the rights and obligations of Adoption World.

2. **Effective Time.** The Merger shall become effective (the "Effective Time") when both (i) Articles of Merger, executed in accordance with the relevant provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended, are duly filed with the Secretary of State of the State of Illinois and (ii) Articles of Merger, executed in accordance with the relevant provisions of the Georgia Nonprofit Corporation Act, as amended, are duly filed with the Secretary of State of the State of Georgia.

3. **Charter and By-Laws; Directors and Officers.** At the Effective Time:

(a) the name of the Surviving Entity shall be Adoption World, Inc., and the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be amended by this Plan of Merger to

provide that the name of the Company is Adoption World, Inc.; as amended, the Articles of Incorporation of the Company shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by applicable law and such Articles of Incorporation;

(b) the By-Laws of the Company, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until thereafter changed or amended as provided by law, the Articles of Incorporation of the Surviving Corporation or such By-Laws;

(c) the directors of the Company immediately prior to the Effective Time shall be the directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation, until their successors are duly elected or appointed and qualified, or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation or By-Laws; and

(d) the officers of the Company immediately prior to the Effective Time shall be the officers of the Surviving Corporation until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation or By-Laws.

4. General Provisions.

(a) *Counterparts.* This Agreement may be executed in any number of counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more counterparts have been signed by each party and delivered to the other party, it being understood that the parties need not sign the same counterpart.

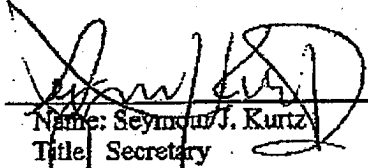
(b) *Governing Law.* This Agreement shall be governed by, and construed in accordance with, the laws of the State of Georgia, except to the extent that the Illinois General Not For Profit Corporation Act of 1986 controls with respect to certain matters.

(c) *Partial Validity.* Wherever possible, each provision hereof shall be interpreted in such manner as to be effective and valid under applicable law, but in case any one or more of the provisions contained herein shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, such provision shall be ineffective to the extent, but only to the extent, of such invalidity, illegality or unenforceability without invalidating the remainder of such invalid, illegal or unenforceable provision or provisions or any other provisions hereof, unless such a construction would be unreasonable.

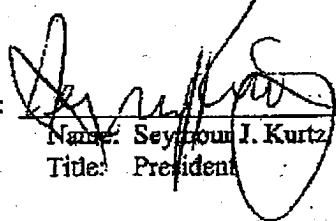
(d) *Address - Principal Place of Business.* The Surviving Corporation's address at its principal place of business is 211 East Ontario Street, Suite 1010, Chicago, Illinois 60611.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized officers as of the day and year first above written.

GOLDEN LINK FOUNDATION, INC.

By: 
Name: Seymour J. Kurtz
Title: Secretary

ADOPTION WORLD

By: 
Name: Seymour J. Kurtz
Title: President