

664287

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BLENDER FL, INC., a Florida corporation, P96000098970

INTO

NETWORKS, INC., a Florida corporation, 664287.

File date: December 20, 1996

Corporate Specialist: Darlene Connell

Document Number Only

664 287

FILED
96 DEC 20 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

600002035756--6
-12/23/96--01009--004
*****70.00 *****70.00

Blender FL, Inc.

Merging into: Networks, Inc.

RECEIVED
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DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1996

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: NETWORKS, INC.
Ref. Number: 664287

We have received your document for NETWORKS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ Page 3, #5 of the Plan of Merger states that the **TERMINATING CORPORATION** upon the Effective Date will be the members of the Board of Directors and the officers of the Surviving Corporation. Please attach a list of these officers/directors with their addresses, so that, the information may be updated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 896A00056953

please backdate

RECEIVED
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DIVISION OF CORPORATIONS

STATE OF FLORIDA

ARTICLES OF MERGER

OF

BLENDER FL, INC.

INTO

NETWORKS, INC.

A FLORIDA CORPORATION

FILED
96 DEC 20 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: The plan of merger is as set forth on Exhibit "A" attached hereto.

SECOND: The effective date of the merger is upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

THIRD: The plan of merger was adopted by the shareholders of Blender FL, Inc., a Florida corporation, on the 20th day of December, 1996, and was adopted by the shareholders of Networks, Inc., a Florida corporation, on the 20th day of December, 1996.

Signed this 20th day of December, 1996.

NETWORKS, INC.

By:

Robert L. Toombs

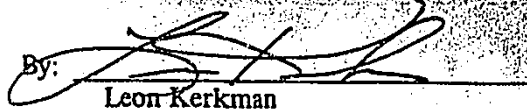
Robert L. Toombs

Its:

President

BLENDER FL, INC.

By:



Leon Kerkman

Its: Vice-President

Exhibit "A"

PLAN OF MERGER

PLAN OF MERGER approved on December 20, 1996 by BLENDER FL, INC., a corporation for profit organized under the laws of the State of Florida, and approved on December 20, 1996 by NETWORKS, INC., a corporation for profit organized under the laws of the State of Florida.

1. Blender FL, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged (the "Merger") with and into Networks, Inc. which shall be the surviving corporation upon the effective date of the Merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Blender FL, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease upon the effective date of the Merger in accordance with the provisions of said Florida Business Corporation Act.

2. The effective date of the Merger (the "Effective Date") shall be upon the filing of the Articles of Merger with the Secretary of State of the State of Florida.

3. The Articles of Incorporation of the Surviving Corporation upon the Effective Date shall be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act; provided that Article XI - Subchapter S as set forth in the Articles of Incorporation of the Surviving Corporation shall be deleted in its entirety upon the Effective Date.

4. The bylaws of the Terminating Corporation as in full force and effect upon the Effective Date will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

5. The directors and officers in office of the Terminating Corporation upon the Effective Date will be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

6. The status of outstanding securities of Networks, Inc. and the manner and basis for converting or exchanging shares of capital stock of Networks, Inc. into or for shares of capital stock of InaCom Corp. shall be as follows:

- (a) Networks, Inc. Common Stock. The number of shares of InaCom Corp. Common Stock issuable in connection with the Merger shall be 89,697 shares. InaCom Corp. shall issue to each holder ("Shareholder") of Networks, Inc. Common Stock shares of InaCom Corp. Common Stock based upon each such Shareholder's percentage ownership of Networks, Inc. Common Stock.
- (b) Blender FL, Inc. Common Stock. The shares of Blender FL, Inc. Common Stock held by InaCom Corp. immediately prior to the Effective Date shall be converted into and exchanged for 100 shares of Networks, Inc. Common Stock which will then constitute all of the issued and outstanding shares of Networks, Inc. capital stock.
- (c) Rights Subsequent to Merger. From and after the Effective Date, the holders of certificates representing Networks, Inc. Common Stock outstanding at such time shall cease to have any rights with respect to such stock and their sole rights shall be to receive shares of InaCom Corp. Common Stock.
- (d) Fractional Shares. No fractional shares of InaCom Corp. Common Stock (and no script certificates therefor) shall be issued in connection with the Merger. Any such fractional share interest to which any Shareholder would otherwise be entitled shall be rounded up to the nearest whole share.

7. The Plan of Merger herein made shall be submitted to the shareholders entitled to vote thereon of the Terminating Corporation and of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

8. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Terminating Corporation and of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

9. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

OFFICERS/DIRECTORS FOR SURVIVING CORPORATION

Directors: Bill Fairfield
Dave Guenthner

Officers: Bill Fairfield President
Leon Kerkman Vice President
Dave Guenthner Treasurer
Mike Steffan Secretary

Address for each: 10810 Famam Street
Omaha, NE 68154