

Document Number Only

F96000000956

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

900001724209

-02/26/96--01076--003

*****70.00 *****70.00

Tricor Direct, Inc

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call If Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS/CS/S

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Tricor Direct, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. November 30, 1981

(Date of Incorporation)

4. perpetual

(Duration)

5. 52-1234223

(Federal Employer Identification number, if applicable)

6. upon qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 6555 West Good Hope Road, Milwaukee WI 53233

(Current mailing address)

8. printing, diecutting and laminating

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Katherine M. Hudson

Address: 6555 West Good Hope Road
Milwaukee WI 53233

Vice Chairman: Donald P. DeLuca

Address: 6555 West Good Hope Road
Milwaukee WI 53233

Director: Peter J. Lettenberger

Address: 411 East Wisconsin Avenue
Milwaukee WI 53202

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
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B. Officers:

President: Richard L. Fisk

Address: 6555 West Good Hope Road
Milwaukee, WI 53233

Vice President: Katherine M. Hudson

Address: 6555 West Good Hope Road
Milwaukee WI 53233

Secretary: Peter J. Lettenberger

Address: 411 East Wisconsin Avenue
Milwaukee WI 53202

Treasurer: Donald P. DeLuca

Address: 6555 West Good Hope Road
Milwaukee WI 53202

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: C T CORPORATION SYSTEM CONNIE BRYAN
By: Connie Bryan SPECIAL ASSISTANT SECRETARY

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Peter J. Lettenberger
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Peter J. Lettenberger, Secretary
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRICOR DIRECT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 PM 1:21



Edward J. Freel

Edward J. Freel, Secretary of State

0927168 8300

960050777

AUTHENTICATION:

7836196

DATE:

02-22-96

F96000000956



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

HIROL USA, INC., a Florida corporation, P95000022087

HIROL FLORIDA, INC., a Florida corporation, P95000022097

THE HIROL COMPANY, INC., a Florida corporation, 403118

into

TRICOR DIRECT, INC., a Delaware corporation F96000000956

File date: February 26, 1996

Corporate Specialist: Darlene Connell

Document Number Only

F96000000956

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

000001724210
-02/26/96--01076--004
*****140.00 *****140.00

Hicol USA, Inc.
Hicol Florida, Inc.
The Hicol Company, Inc.
merged into:
Tricor Direct, Inc.

FILED
96 FEB 26 PM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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96 FEB 26 PM 11:22
OFFICE OF THE
CLERK OF THE
SUPREME COURT

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Name |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS/G/S |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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Document Examiner
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2/26/96

Merger

2/27/96

file 2nd

ARTICLES OF MERGER
OF
HIROL USA, INC.
HIROL FLORIDA, INC.
AND
THE HIROL COMPANY, INC.
WITH AND INTO
TRICOR DIRECT, INC.

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95 FEB 26 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, TRICOR DIRECT, INC., a Delaware corporation ("Parent"), desiring to give notice of corporate action effectuating the merger of its wholly-owned subsidiaries, Hirol USA, Inc., a Florida corporation, Hirol Florida, Inc., a Florida corporation, and The Hirol Company, Inc., a Florida corporation, (the "Subsidiaries") into Parent, and acting by its officers and pursuant to Section 253 of the Delaware General Corporation Law and Section 607.1104 and 607.1107 of the Florida Business Corporation Act, hereby certifies, with respect to the facts and acts relating to it, the following:

1. Stock Ownership. Parent owns all of the issued and outstanding stock of each of the Subsidiaries.

2. Plan of Merger. The Board of Directors of Parent has adopted and approved a Plan of Merger in accordance with Section 253 of the Delaware General Corporation Law and Section 607.1104 of the Florida Business Corporation Act, by unanimous written consent of the Parent's directors dated February 22, 1996. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part

hereof. Shareholder approval of the Plan of Merger was not required.

3. Effective Date. The merger shall be effective as of the date on which these Articles of Merger are filed.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed in its name by its Vice President and attested by its Secretary, this 11th day of February, 1996.

TRICOR DIRECT, INC.

By: Katherine M. Hudson
Katherine M. Hudson,
Vice President

ATTEST:

Peter J. Lettenberger
Peter J. Lettenberger,
Secretary

This instrument was drafted by:

Michael Lappin
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497

Exhibit A

PLAN OF MERGER
OF
HIROL USA, INC.
HIROL FLORIDA, INC.
AND
THE HIROL COMPANY, INC.
WITH AND INTO
TRICOR DIRECT, INC.

WHEREAS, Tricor Direct, Inc. ("Parent"), a corporation organized and existing under the laws of the State of Delaware, owns all of the issued and outstanding shares of stock of each of Hirol USA, Inc., a Florida corporation, Hirol Florida, Inc., a Florida corporation and The Hirol Company, Inc., a Florida corporation (the "Subsidiaries"); and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and the Subsidiaries that the Subsidiaries be merged into Parent;

NOW, THEREFORE, the terms and conditions of the merger of the Subsidiaries into Parent (the "Merger") are as follows:

ARTICLE I

MERGER; EFFECTIVE DATE

At the Effective Date of the Merger (as hereinafter defined) the separate existence of each Subsidiary shall cease and each Subsidiary shall be merged into Parent pursuant to Section 253 of the Delaware General Corporation Law and Section 607.1104 of the Florida Business Corporation Act. The Effective Date of the Merger shall be the date on which the Articles of Merger are filed.

ARTICLE II

NAME; CERTIFICATE OF INCORPORATION; BYLAWS; DIRECTORS AND OFFICERS

The Merger shall not effect any change in the name, certificate of incorporation, bylaws, directors or officers of Parent.

ARTICLE III

SHARES OF PARENT AND SUBSIDIARY

1. Parent Shares. Each share of stock of Parent issued and outstanding or in the treasury of the Parent at the Effective Date of the Merger shall continue to be one such share of the Parent.
2. Subsidiary Shares. Each share of stock of each Subsidiary issued and outstanding or in the treasury of such Subsidiary shall be retired and canceled at the Effective Date of the Merger, and no shares of stock of the Parent or other consideration shall be issued in exchange therefor.

ARTICLE IV

EFFECT OF MERGER

The effect of the Merger shall be as provided in Section 259 of the Delaware General Corporation Law and Section 607.1106 of the Florida Business Corporation Act.

ARTICLE V

FEDERAL INCOME TAX EFFECT

This Plan of Merger is intended to constitute a plan of complete liquidation under Section 332 of the Internal Revenue Code of 1986, as amended.

ARTICLE VI

MAILING

The mailing to shareholders of the Subsidiaries of a copy of the Plan of Merger as required in Section 607.1104(2) of the Florida Business Corporation Act was waived by Parent since Parent owns all of the issued and outstanding shares of each of the Subsidiaries.

ARTICLE VII

TERMINATION AND ABANDONMENT

At any time prior to the Effective Date of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

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