

F96000005239

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State

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****175.00 ****175.00

CORPORATION(S) NAME

Danka Wholesale, Inc.

International Document Solutions, Inc.

Danka Corporation

Omniindex Corporation

INTO:

Danka Office Imaging Corp.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

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MAR 31 1998

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merger

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DIVISION OF CORPORATIONS
98 MAR 31 PM 3:35

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98 MAR 31 PM 11:31

ARTICLES OF MERGER
Merger Sheet

MERGING:

DANKA WHOLESALE, INC., a FL corp., P96000018923

INTERNATIONAL DOCUMENT SOLUTIONS, INC., a FL corp., P94000050378

DANKA CORPORATION, a FI corp., F96000001041

OMNIDEX CORPORATION, a FL corp., F94000001231

into

DANKA OFFICE IMAGING COMPANY, a Delaware corporation F96000005239

File date: March 31, 1998

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

OF

**DANKA WHOLESALE, INC.,
a Florida corporation**

**INTERNATIONAL DOCUMENT SOLUTIONS, INC.,
a Florida corporation**

**DANKA CORPORATION,
a Nevada corporation**

AND

**OMNIDEX CORPORATION,
a Nevada Corporation**

INTO

**DANKA OFFICE IMAGING COMPANY,
a Delaware corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 3:35

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act (the "FBCA") hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge are Danka Wholesale, Inc., a Florida corporation ("Wholesale"), International Document Solutions, Inc., a Florida corporation ("IDS"), Danka Corporation, a Nevada corporation ("Danka"), and Omnidex Corporation, a Nevada corporation ("Omnidex" and, collectively with Wholesale, IDS and Danka, the "Merger Corporations") and Danka Office Imaging Company, a Delaware corporation (the "Surviving Entity").

SECOND: The proposed merger is permitted by the laws of the State of Nevada and Omnidex and Danka are complying with those laws in effecting the merger. The proposed merger is permitted by the laws of the State of Delaware and the Surviving Entity is complying with those laws in effecting the merger.

THIRD: The Surviving Entity is complying with Section 607.1105 of the FBCA; IDS and Wholesale are complying with the applicable provisions of 607.1101 through 607.1104 of the FBCA.

FOURTH: The Agreement and Plan of Merger is attached hereto as Exhibit A and made a part hereof.

FIFTH: The effective date and time of the merger shall be March 31, 1998 at 1:00 p.m. Eastern Standard Time.

SIXTH: The Agreement and Plan of Merger was adopted by unanimous written consent of the shareholders of each of the Merger Corporations on March ~~22~~²³, 1998. The Agreement and Plan of Merger was adopted by unanimous written consent of the Board of Directors of the Surviving Entity on March ~~22~~²³, 1998. Approval of the shareholders of the Surviving Entity was not required pursuant to Section 607.1103 of the FBCA and Section 251 of the Delaware General Corporation Law because: (i) the certificate of incorporation of the Surviving Corporation will not differ from its certificate before the merger; (ii) each shareholder of the Surviving Corporation whose shares were outstanding immediately before the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger; and (iii) the number and kind of shares outstanding as a result of the merger and by the conversion of securities issued pursuant to the merger, will not exceed the total number and kind of shares of the Surviving Corporation authorized by its certificate of incorporation immediately before the merger.

Signed this 31 day of March 1998.

DANKA WHOLESALE, INC.

By: _____

David C. Snell, Vice President

INTERNATIONAL DOCUMENT SOLUTIONS, INC.

By: _____

W. Thompson Thom, III, President

DANKA CORPORATION

By: _____

David C. Snell, President

OMNIDEX CORPORATION

By: _____

David C. Snell, Vice President

DANKA OFFICE IMAGING COMPANY

By: _____

David C. Snell, Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made and entered into on March 23, 1998 by and among DANKA CORPORATION, a Nevada corporation ("Danka"), OMNIDEX CORPORATION, a Nevada Corporation ("Omnidex"), INTERNATIONAL DOCUMENT SOLUTIONS, INC., a Florida corporation ("IDS"), DANKA WHOLESALE, INC., a Florida corporation ("Wholesale"), and DANKA OFFICE IMAGING COMPANY ("DOIC"), a Delaware corporation. In consideration of the covenants and conditions contained herein and for other good and valuable consideration, the parties, intending to be legally bound, agree as follows:

1. **Background and Purpose.** Danka, Omnidex, IDS, Wholesale and DOIC are wholly-owned subsidiaries of Danka Holding Company, a Delaware corporation ("DHC"). DHC has determined that it is in its best interest and the best interest of its shareholder to merge these entities into one corporation.
2. **The Merger.** Upon the terms and subject to the satisfaction of the conditions precedent contained in this Agreement, at the Effective Time (as defined below) Danka, Omnidex, IDS, and Wholesale (collectively, the "Merger Corporations"), shall be merged (the "Merger") with and into DOIC pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), Section 92A.190 of the Nevada Business Corporation Act (the "NBCA"), and Section 252 of the Delaware General Corporation Law (the "DGCL"). The Merger shall be a tax-free reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended. Upon the Merger, DOIC shall be the surviving corporation (the "Surviving Corporation") and its corporate existence shall continue unaffected by the Merger and the corporate existence of the Merger Corporations shall cease and thereupon the Merger Corporations and DOIC shall become a single corporation.
3. **Conversion of Shares.** At the Effective Time (as hereinafter defined), the rights of the stockholders of the constituent corporations and the conversion of their shares shall be as follows:
 - a. The 100 outstanding common shares, with par value of \$1.00 per share, of Danka shall be canceled and extinguished.
 - b. The 100 outstanding common shares, with par value of \$1.00 per share, of Omnidex shall be canceled and extinguished.
 - c. The 100 outstanding common shares, with par value of \$1.00 per share, of IDS shall be canceled and extinguished.
 - d. The 100 outstanding common shares, with par value of \$1.00 per share, of Wholesale shall be canceled and extinguished.
 - e. The 1000 outstanding common shares, with par value of \$1.00 per share, of the Surviving Corporation, shall remain outstanding.

4. **Name.** The name of the surviving corporation shall be "Danka Office Imaging Company."

5. **Certificate of Incorporation.** The Certificate of Incorporation of DOIC in effect at and as of the Effective Time will remain the Certificate of Incorporation of the Surviving Corporation without any modification or amendment in the Merger.

6. **By-laws.** At the Effective Time, the By-laws of DOIC shall become the By-laws of the Surviving Corporation.

7. **Authorized Shares.** The Surviving Corporation shall be authorized to issue up to 10,000 shares of voting, common stock with par value of \$1.00 per share.

8. **Directors.** On and after the Effective Time, the Directors of the Surviving Corporation shall be Peter G. Meier, Daniel M. Doyle, David C. Snell, and Debra A. Taylor, who shall hold office until the next annual meeting of the stockholders of the Surviving Corporation and until their successors are elected or until their earlier resignation, removal from office or death.

9. **Corporate Officers.** On and after the Effective Time the corporate officers of the Surviving Corporation shall be as follows:

President	-	Peter G. Meier
Vice President	-	David P. Berg
		David C. Snell
		Debra A. Taylor
		R. Paul Umberg
Treasurer	-	Paul J. Suijk
Assistant Treasurer	-	Robert J. Willsea
		L. Jean Berry
Secretary	-	David P. Berg
Assistant Secretary	-	W. Thompson Thorn, III
		Keith J. Nelsen
		L. Jean Berry

These officers shall hold office until the next annual meeting of the directors of the Surviving Corporation and until their successors are elected or until their earlier resignation, removal from office or death.

10. **Submission to Stockholders.** This Agreement shall be submitted for adoption and approval by the stockholders and directors of Danka, Omnidex, IDS, and Wholesale in conformity with the laws of the States of Nevada and Florida, as applicable, and shall be submitted for adoption and approval to the directors of DOIC in conformity with the laws of the State of Delaware. Upon the adoption and approval of this Agreement by the stockholders or directors, as appropriate, of each of the constituent corporations, the Agreement shall be signed by the duly authorized officers of each of the constituent corporations.

11. **Articles of Merger/Certificate of Merger.** Following the approval and execution of this Agreement, Articles of Merger shall be executed by the officers of each of the constituent entities and shall be filed with the Office of the Secretary of State of Florida in the manner required by Section 607.1105 of the FBCA and with the office of the Secretary of State of Nevada in the manner required by Section 92A.200 of the NBCA, and a Certificate of Merger shall be executed by the officers of each of the constituent entities and shall be filed with the Office of the Secretary of State of Delaware in the manner required by Section 252 of the DGCL.

12. **Effective Time.** Unless state law dictates otherwise, the effective time of the Merger (the "Effective Time") contemplated by this Agreement shall be the later of (i) 1:00 p.m. Eastern Standard Time on March 31, 1998 or (ii) such time as each of the Articles of Merger are deemed to be effective under state law in Florida and Nevada and the Certificate of Merger is deemed to be effective under state law in Delaware.

13. **Binding Effect.** This Agreement shall be binding upon and inure to the benefit to the parties hereto and their respective successors and assigns.

14. **Amendments.** No amendment or variation of the terms and conditions of this Agreement shall be valid unless the same is in writing and signed by all of the parties to this Agreement.

15. **Headings.** The section headings contained herein are for convenience only and shall not in any way affect the interpretation or enforceability of any provision of this Agreement.

16. **Governing Law.** This Agreement shall be construed and enforced pursuant to the laws of the State of Delaware.

17. **Entire Agreement.** This Agreement contains the entire agreement between the parties hereto with respect to the transactions contemplated in this Agreement.

IN WITNESS WHEREOF, the duly authorized officers of the parties to this Agreement have executed this Agreement as of the date indicated above.