

Michael J. Kierzynski

CERTIFIED PUBLIC ACCOUNTANT, P.A.

5143 Commercial Way, Spring Hill, Florida 34606 • (352) 597-2800 • Fax (352) 596-2656

K 45673

December 20, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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

Re: Seaboard Pencil Company, Inc.
K45673
Joni Industries, Inc.
K54880

Dear Sir or Madam:

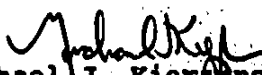
Please find enclosed the original and a duplicate copy of the Articles of Merger and the Plan of Merger for the above referenced corporations. Also enclosed please find payment of the filing fees (\$35.00 each corporation).

After processing and filing the original documents, please endorse your approval on the duplicate copy and forward the endorsed copy to the undersigned.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone.

Thank you for your attention to this matter.

Very truly yours,

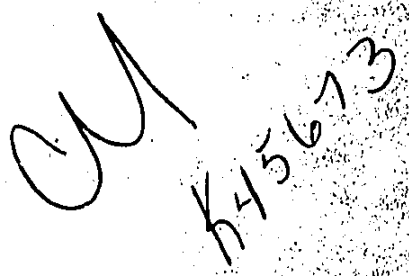

Michael J. Kierzynski

MJK/mc
Enclosures
cc: Mr. Gustave Guadagnino

CERTIFIED MAIL

96 DEC 30 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

JONI INDUSTRIES, INC., a Florida corporation, document number K54880.

INTO

SEABOARD PENCIL COMPANY, INC., a Florida corporation, K45673.

File date: December 30, 1996

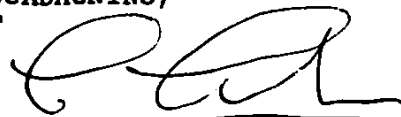
Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

SEABOARD PENCIL COMPANY, INC. AND JONI INDUSTRIES, INC., BEING VALIDLY AND LEGALLY FORMED UNDER THE LAWS OF THE STATE OF FLORIDA, HAVE ADOPTED A PLAN OF MERGER:

1. PLAN OF MERGER IS ATTACHED HERETO.
2. THE EFFECTIVE DATE OF THE MERGER IS DECEMBER 1, 1996.
3. SEABOARD PENCIL COMPANY, INC. ADOPTED THE PLAN OF MERGER DECEMBER 1, 1996, BY A UNANIMOUS VOTE OF ALL THE SHAREHOLDERS AND DIRECTORS.
4. JONI INDUSTRIES, INC. ADOPTED THE PLAN OF MERGER ON DECEMBER 1, 1996, BY A UNANIMOUS VOTE OF ALL THE SHAREHOLDERS AND DIRECTORS.

BY: 
GUSTAVE GUADAGNINO,
PRESIDENT

ATTEST: 
GUSTAVE GUADAGNINO,
SECRETARY

BY: 
GUSTAVE GUADAGNINO
PRESIDENT

ATTEST: 
GUSTAVE GUADAGNINO,
SECRETARY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

PLAN OF MERGER

Seaboard Pencil Company, Inc., a Florida corporation, and Joni Industries, Inc., a Florida corporation, hereby adopt the following Plan of Merger, pursuant to 607.1101, Florida Statutes (1995).

1. Name of each corporation planning to merge:

Seaboard Pencil Company, Inc.
Joni Industries, Inc.

2. Name of surviving corporation is:

Seaboard Pencil Company, Inc.

3. The terms and conditions of the merger are:

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

4. The manner and basis of converting the shares and rights to acquire shares of each corporation is:

The manner and basis of converting the shares of the absorbed corporation into shares and rights to acquire shares of the surviving corporation is as follows:

(a) Each share of stock of Joni Industries, Inc., issued and outstanding on the effective date of the merger, shall be converted into equal shares of common stock of Seaboard Pencil Company, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue an exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

5. The effective date of the merger is:

December 1, 1996

6. Other provisions relating to the merger:

The directors and officers of the surviving corporation, Seaboard Pencil Company, Inc., on the effective date of the merger, shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed.


X _____
Gustave Guadagnino

As the Board of Directors
of SEABOARD PENCIL CO., INC.


X _____
Gustave Guadagnino

As the Board of Directors
of JONI INDUSTRIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MINUTES OF SPECIAL MEETING
OF STOCKHOLDERS AND DIRECTORS OF
SEABOARD PENCIL COMPANY, INC.,
A FLORIDA CORPORATION

The special meeting of the Stockholders and Directors of Seaboard Pencil Company, Inc., a Florida corporation, was held at the offices of the corporation on December 1, 1996.

Present was: Gustave Guadagnino, constituting all of the Stockholders and Directors of said corporation.

Gustave Guadagnino, the President, presided as Chairman of the meeting, and the Secretary, Gustave Guadagnino, acted as such for the meeting.

The Chairman called the meeting to order and stated that a quorum of Stockholders and Directors were present for the conduct of the business before the meeting. The Secretary thereupon presented and read the Waiver of Notice of the Meeting duly signed by all of the Stockholders and Directors, which was ordered to be made a part of the minutes of this meeting.

The Chairman then said that the Board of Directors had adopted a Plan of Merger and was submitting the plan to the Shareholders for their approval. The Board of Directors recommends the plan. The basis for the determination the Board of Directors was submitted to the Shareholders. A copy of the plan was submitted to the Shareholders and ordered to be made a part of the minutes.

Upon motion duly made, seconded, and carried by the required majority, it was

RESOLVED, as follows:

1. That the corporation adopt the Plan of Merger presented to this meeting.

2. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Merger, a copy of which document is attached to and made part of these minutes, jointly with Joni Industries, Inc., a Florida corporation, and to have said document filed in the offices of the Secretary of State in Tallahassee, Florida.

3. That the President and Secretary be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take all actions and execute any further documents that may be necessary to effectuate and implement the proposed merger.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4. That the Officers of the corporation be and they hereby are authorized and directed, if such action is necessary, to pay to any dissenting Shareholders the fair value of their stock, pursuant to Section 607.1320 of the Florida Statutes.

There being no further business, it was on motion duly made, seconded, and carried, adjourned.

X 
Gustave Guadagnino,
PRESIDENT

X 
Gustave Guadagnino,
SHAREHOLDER, DIRECTOR

MINUTES OF SPECIAL MEETING
OF STOCKHOLDERS AND DIRECTORS OF
JONI INDUSTRIES, INC.,
A FLORIDA CORPORATION

The special meeting of the Stockholders and Directors of Joni Industries, Inc., a Florida corporation, was held at the offices of the corporation on December 1, 1996.

Present was: Gustave Guadagnino, constituting all of the Stockholders and Directors of said corporation.

Gustave Guadagnino, the President, presided as Chairman of the meeting, and the Secretary, Gustave Guadagnino, acted as such for the meeting.

The Chairman called the meeting to order and stated that a quorum of Stockholders and Directors were present for the conduct of the business before the meeting. The Secretary thereupon presented and read the Waiver of Notice of the Meeting duly signed by all of the Stockholders and Directors, which was ordered to be made a part of the minutes of this meeting.

The Chairman then said that the Board of Directors had adopted a Plan of Merger and was submitting the plan to the Shareholders for their approval. The Board of Directors recommends the plan. The basis for the determination of the Board of Directors was submitted to the Shareholders. A copy of the plan was submitted to the Shareholders and ordered to be made a part of the minutes.

Upon motion duly made, seconded, and carried by the required majority, it was

RESOLVED, as follows:

1. That the corporation adopt the Plan of Merger presented to this meeting.
2. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Merger, a copy of which document is attached to and made part of these minutes, jointly with Seaboard Pencil Company, Inc., a Florida corporation, and to have said document filed in the offices of the Secretary of State in Tallahassee, Florida.
3. That the President and Secretary be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take all actions and execute any further documents that may be necessary to effectuate and implement the proposed merger.

4. That the officers of the corporation be and they hereby are authorized and directed, if such action is necessary, to pay to any dissenting Shareholders the fair value of their stock, pursuant to Section 607.1320 of the Florida Statutes.

There being no further business, it was on motion duly made, seconded, and carried, adjourned.



Gustave Guadagnino,
PRESIDENT



Gustave Guadagnino,
SHAREHOLDER, DIRECTOR

WAIVER OF NOTICE OF SPECIAL MEETING OF
STOCKHOLDERS AND DIRECTORS OF
SEABOARD PENCIL COMPANY, INC.,
A FLORIDA CORPORATION

The undersigned, being all of the Stockholders and Directors of Seaboard Pencil Company, Inc., a corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place, and purpose of the special meeting of the Stockholders and Directors of said corporation for the purpose of considering a Plan of Merger and the publication thereof and consent that the meeting shall be held at the offices of the corporation on December 1, 1996 at 12:00 p.m. of that day, and consent to the transaction of any and all business that may properly come before said meeting.



Gustave Guadagnino,
SHAREHOLDER, DIRECTOR

APPROVED
AND
FILED

96 DEC 30 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

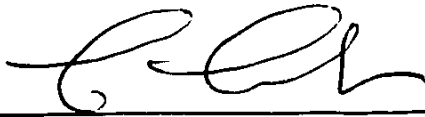
RATIFICATION OF MINUTES

We, the undersigned, being all of the Directors and Stockholders of Seaboard Pencil Company, Inc., a Florida corporation, do hereby ratify, approve, and confirm all that has occurred at the special meeting of Stockholders and Directors on December 1, 1996, at the offices of the corporation, the minutes of which we have read and in signification of such approval, ratification, and confirmation and of our assent to any and all acts at the said meeting, do hereby sign our names and affix our seals.


x _____
Gustave Guadagnino
SHAREHOLDER, DIRECTOR

WAIVER OF NOTICE OF SPECIAL MEETING OF
STOCKHOLDERS AND DIRECTORS OF
JONI INDUSTRIES, INC.,
A FLORIDA CORPORATION

The undersigned, being all of the Stockholders and Directors of Joni Industries, Inc., a corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place, and purpose of the special meeting of the Stockholders and Directors of said corporation for the purpose of considering a Plan of Merger and the publication thereof and consent that the meeting shall be held at the offices of the corporation on December 1, 1996 at 12:00 p.m. of that day, and consent to the transaction of any and all business that may properly come before said meeting.


x _____
Gustave Guadagnino,
SHAREHOLDER, DIRECTOR

RATIFICATION OF MINUTES

We, the undersigned, being all of the Directors and Stockholders of Joni Industries, Inc., a Florida corporation, do hereby ratify, approve, and confirm all that has occurred at the special meeting of Stockholders and Directors on December 1, 1996, at the offices of the corporation, the minutes of which we have read and in signification of such approval, ratification, and confirmation and of our assent to any and all acts at the said meeting, do hereby sign our names and affix our seals.


x _____
Gustave Guadagnino
SHAREHOLDER, DIRECTOR