

CT CORPORATION SYSTEM

213660

120 South Central Avenue

Clayton, MO 63105

Tel. 314 863 5545

Fax 314 863 1578 April 6, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002836301--7

-04/12/99--01102--010

****140.00 ****140.00

RE: MERGER: Survivor- BUNZL RICHMOND, INC. with change of name to
Merged- BUNZL DISTRIBUTION SOUTHEAST, INC. (Va. Dom.)
PACKAGING SUPPLY COMPANY, INC. (Ga. Dom.)
BUNZL SOUTH FLORIDA, INC. (Fla. Dom.)
BUNZL USA TAMPA, INC. (Fla. Dom.)

Order # 1681722

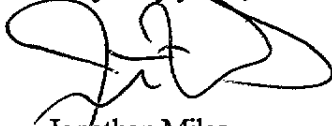
Dear Sir/Madam:

Enclosed for filing on behalf of the above entity are the following papers:

ARTICLES OF MERGER

A check to cover the filing fee is attached. Please forward the usual evidence of filing to my attention.

Very truly yours,


Jonathan Miles
Assistant Secretary

FILED
99 APR 12 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
REC
4/15

ARTICLES OF MERGER
Merger Sheet

MERGING:

BUNZL SOUTH FLORIDA, INC., a Florida corporation, document number
213660
BUNZL USA TAMPA, INC., a Florida corporation, document number H47762
PACKAGING SUPPLY COMPANY, INC., a Georgia corporation, not qualified in
Florida

INTO

BUNZL RICHMOND, INC., a Virginia corporation not qualified in Florida.

File date: April 12, 1999

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
99 APR 12 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporations certify the following:

1. Packaging Supply Company, Inc, a Georgia corporation, Bunzl Richmond, Inc., a Virginia corporation, Bunzl South Florida, Inc., a Florida corporation, and Bunzl USA Tampa, Inc., a Florida corporation (collectively, the "Constituent Corporations"), are hereby merged, and Bunzl Richmond, Inc. is the surviving corporation (the "Merger").

2. The Agreement and Plan of Merger attached to these articles has been approved pursuant to the joint action by unanimous written consent of the Board of Directors and Shareholders of the Constituent Corporations as of the 25th of March, 1999.

3. The Merger is permitted by the state under whose law each Constituent Corporation is incorporated and each Constituent Corporation has complied with its respective state's laws in effecting the Merger.

[The balance of this page has been left blank intentionally.]

IN WITNESS WHEREOF, each party has caused these Articles of Merger to be executed by its duly authorized representative as of the 25th day of March, 1999.

PACKAGING SUPPLY COMPANY, INC.

BUNZL RICHMOND, INC.

By: Rick B. Snellings
Rick B. Snellings, Chairman and
President

By: Rick B. Snellings
Rick B. Snellings, President

BUNZL SOUTH FLORIDA, INC.

BUNZL USA TAMPA, INC.

By: Rick B. Snellings
Rick B. Snellings, Chairman and
President

By: Rick B. Snellings
Rick B. Snellings, Chairman and
President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement of Merger") is entered into as of March 25, 1999, by and among BUNZL RICHMOND, INC., a Virginia corporation ("Surviving Corporation"), and PACKAGING SUPPLY COMPANY, INC., a Georgia corporation ("Packaging"), BUNZL SOUTH FLORIDA, INC., a Florida corporation ("Bunzl Florida"), and BUNZL USA TAMPA, INC., a Florida corporation ("Bunzl Tampa," and collectively with Packaging and Bunzl Florida, the "Merging Corporations"). (Surviving Corporation and the Merging Corporations are sometimes referred to herein as the "Constituent Corporations.")

RECITALS

A. Surviving Corporation is a corporation duly organized and existing under the laws of the State of Virginia.

B. Packaging is a corporation duly organized and existing under the laws of the State of Georgia.

C. Bunzl Florida is a corporation duly organized and existing under the laws of the State of Florida.

D. Bunzl Tampa is a corporation duly organized and existing under the laws of the State of Florida.

E. The Board of Directors of each Constituent Corporation deems it advisable and in the best interests of each of the Constituent Corporations and their respective shareholders that the Merging Corporations be merged with and into Surviving Corporation (the "Merger") in accordance with the terms and conditions of this Agreement of Merger and the Virginia Stock Corporation Act, Florida Business Corporation Act and the Georgia Business Corporation Code (the "Merger Statutes").

AGREEMENT

In consideration of the premises and the mutual covenants and agreements herein contained, the parties agree as follows:

ARTICLE ONE

The Merger

1.1 At the Effective Time (as defined below), the Merging Corporations shall merge with and into Surviving Corporation in accordance with the terms and conditions of this Agreement of Merger and the Merger Statutes. Thereupon, the separate existence of the Merging Corporations shall cease, and Surviving Corporation shall be the corporation surviving the Merger and shall continue to exist under and be governed by the Virginia Stock Corporation Act.

1.2 The Merger shall become effective immediately upon the filing of the Articles of Merger with the proper authority in each of the states where a Constituent Corporation currently exists and in accordance with the Merger Statutes (the "Effective Time").

1.3 The Merger shall have the effect specified in the Merger Statutes. All property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to any of them, shall be vested in Surviving Corporation, without further act or deed. Surviving Corporation shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim or judgment against any of the Constituent Corporations may be enforced against Surviving Corporation.

ARTICLE TWO

Articles of Incorporation and Bylaws

2.1 At the Effective Time, the Articles of Incorporation and Bylaws of Surviving Corporation in effect immediately prior to the Effective Time shall be the Articles of Incorporation and Bylaws of Surviving Corporation amended as follows:

ARTICLE I

The name of the Corporation is Bunzl Distribution Southeast, Inc.

The Articles of Incorporation, as amended by this Section 2.1, and Bylaws of Surviving Corporation may hereafter be further amended in the manner provided by law and in accordance with the Articles of Incorporation and Bylaws of Surviving Corporation.

ARTICLE THREE

Board of Directors

3.1 At the Effective Time, the Board of Directors of Surviving Corporation immediately prior to the Effective Time shall be the Board of Directors of Surviving Corporation, until thereafter changed in the manner provided by law and in accordance with the requirements of the Articles of Incorporation and Bylaws of Surviving Corporation; in each case each Director shall serve until his or her successor is duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of Surviving Corporation.

ARTICLE FOUR

Manner of Converting Shares

4.1 At the Effective Time and by virtue of the Merger and without any action on the part of the holder thereof:

(a) All shares of the Common Stock of the Merging Corporations issued and outstanding immediately prior to the Effective Time shall be deemed automatically cancelled.

(b) All shares of the Common Stock of Surviving Corporation issued and outstanding immediately prior to the Effective Time shall continue in existence after the Effective Time unaffected by the Merger.

ARTICLE FIVE

Termination

5.1 At any time prior to the Effective Time this Agreement of Merger may be terminated and the Merger abandoned by the Board of Directors of any Constituent Corporation, and in such event this Agreement of Merger shall have no further force or effect and there shall be no liability on the part of the parties hereto.

ARTICLE SIX

Counterparts

6.1 This Agreement of Merger may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

ARTICLE SEVEN

Amendment

7.1 At any time prior to the Effective Time and subject to applicable law, this Agreement of Merger may be amended, modified or supplemented only by written agreement of the parties duly authorized by their respective representatives.

[the remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, each party has caused this Agreement of Merger to be executed by its duly authorized representative.

PACKAGING SUPPLY COMPANY, INC.

BUNZL RICHMOND, INC.

By: *Rick B. Snellings*
Rick B. Snellings, Chairman and
President

By: *Rick B. Snellings*
Rick B. Snellings, President

BUNZL SOUTH FLORIDA, INC.

BUNZL USA TAMPA, INC.

By: *Rick B. Snellings*
Rick B. Snellings, Chairman and
President

By: *Rick B. Snellings*
Rick B. Snellings, Chairman and
President