

512009

**Document Number Only**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

FILED  
99 APR 28 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

100002855301--3  
-04/28/99--01082--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Metatec International, Inc. (OH)  
Merging: Metatec Corporation (FL)

100002855301--3  
-04/28/99--01082--018  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
		Cert. Re: Merger
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_ 04/28/99  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

EFFECTIVE DATE  
4-30-99

Merger  
4-29-98  
CC

62 21 11 82 22 66

04/28/99

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

METATEC CORPORATION, a Florida corporation, 512009

INTO

**METATEC INTERNATIONAL, INC..** an Ohio corporation not qualified in Florida

File date: April 28, 1999, effective April 30, 1999

Corporate Specialist: Cheryl Coulliette

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Metatec International, Inc.	Ohio

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Metatec Corporation	Florida

FILED  
99 APR 28 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 04 / 30 / 99 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 8, 1999 and shareholder approval was not required.

EFFECTIVE DATE  
4-30-99

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 20, 1999

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Metatec Corporation

Julia A. Pollner,

Senior Vice President, Finance

Metatec International,

Julia A. Pollner,

Inc.

Senior Vice President, Finance

# PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name

Metatec Corporation

Jurisdiction

Florida

The name and jurisdiction of each subsidiary corporation is

Name

Metatec International, Inc.

Jurisdiction

Ohio

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger and Reorganization dated March 8, 1999 between Metatec Corporation and Metatec International, Inc.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

See attached Agreement and Plan of Merger and Reorganization dated March 8, 1999 between Metatec Corporation and Metatec International, Inc.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See attached Agreement and Plan of Merger and Reorganization dated March 8, 1999 between Metatec Corporation and Metatec International, Inc.

## AGREEMENT AND PLAN OF MERGER AND REORGANIZATION

This Agreement and Plan of Merger and Reorganization (this "Agreement") is made as of March 8, 1999, between Metatec Corporation, a Florida corporation ("Metatec"), and Metatec International, Inc., an Ohio corporation ("Metatec International").

### Background Information

A. Metatec, as the sole shareholder of Metatec International, desires to effect a merger of Metatec with and into Metatec International (the "Merger") pursuant to the provisions of the Florida Business Corporation Act ("the FBCA") and the General Corporation Law of the State of Ohio (the "OGCL").

B. Metatec and Metatec International intend that the Merger qualify as a "reorganization" within the meaning of Section 368(f) of the Internal Revenue Code of 1986, as amended.

C. The respective Boards of Directors of Metatec and Metatec International have determined that the Merger is desirable and in the best interests of each corporation and that the Merger be consummated in accordance with the terms and subject to the conditions set forth in this Agreement. The Board of Directors of Metatec International has approved this Agreement. The Board of Directors of Metatec has approved this Agreement and directed that it be submitted for approval by the shareholders of Metatec.

### Statement of Agreement

The parties hereby acknowledge the accuracy of the foregoing Background Information and hereby agree as follows:

§1 The Merger. On the terms and subject to the conditions set forth in this Agreement, and in accordance with the provisions of the FBCA and the OGCL, at the Effective Time (as defined in §6 of this Agreement), Metatec shall be merged with and into Metatec International. Metatec International shall be the surviving corporation and shall continue its corporate existence under the laws of the State of Ohio. At the Effective Time, the separate corporate existence of Metatec shall cease. Metatec International, in its capacity as the corporation surviving the merger, is sometimes referred to in this Agreement as the "Surviving Corporation."

§2 Effect of the Merger. At the Effective Time, the Merger shall have the effects provided for in this Agreement and in Sections 607.1106 and 607.1107 of the FBCA and Section 1701.82 of the OGCL.

§3 Articles of Incorporation; Code of Regulations. The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached hereto as Exhibit A (the "Amended and Restated Articles of Incorporation"). The Amended and Restated Articles of Incorporation shall be filed with the Ohio Secretary of State as an exhibit to

the Certificate of Merger filed with that office. The Code of Regulations of the Surviving Corporation shall be the Code of Regulations of Metatec International in effect immediately prior to the Effective Time.

§4 Directors of the Surviving Corporation. At and after the Effective Time, and until changed in the manner provided in the Code of Regulations or the Amended and Restated Articles of Incorporation of the Surviving Corporation or as otherwise provided by law, the number of directors of the Surviving Corporation shall be the same number of directors of Metatec in effect immediately prior to the Effective Time. At the Effective Time, each person who is a director of Metatec immediately prior to the Effective Time shall become a director of the Surviving Corporation. Each such person shall serve as a director of the Surviving Corporation for the balance of the term for which such person was elected a director of Metatec and until his successor is duly elected and qualified in the manner provided in the Code of Regulations or the Amended and Restated Articles of Incorporation of the Surviving Corporation or as otherwise provided by law or until his earlier death, resignation or removal in the manner provided in the Code of Regulations or the Amended and Restated Articles of Incorporation of the Surviving Corporation or as otherwise provided by law.

§5 Officers of the Surviving Corporation. At the Effective Time, each person who is an officer of Metatec immediately prior to the Effective Time shall become an officer of the Surviving Corporation in accordance with the Code of Regulations of the Surviving Corporation holding the same office as he or she held in Metatec immediately prior to the Effective Time.

§6 Effective Time. The Merger shall become effective at 11:59 p.m. on April 30, 1999 (the "Effective Time").

§7 Conversion of Shares. At the Effective Time, each common share, \$0.10 par value (the "Metatec Shares"), of Metatec issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder of the Metatec Shares, be converted into one fully paid and nonassessable common share, without par value (the "Surviving Corporation Shares"), of the Surviving Corporation, which shall thereafter constitute all of the issued and outstanding capital stock of the Surviving Corporation.

§8 Effect of Conversion. At and after the Effective Time, each share certificate which, immediately prior to the Effective Time, represented outstanding Metatec Shares (a "Metatec Certificate") shall be deemed for all purposes to evidence ownership of, and to represent, the number Surviving Corporation Shares into which the Metatec Shares represented by such Metatec Certificate immediately prior to the Effective Time have been converted pursuant to §7 of this Agreement. The registered owner of any Metatec Certificate outstanding immediately prior to the Effective Time, as such owner appears in the books and records of Metatec or its transfer agent immediately prior to the Effective time, shall, until such Metatec Certificate is surrendered for transfer or exchange, have and be entitled to exercise any voting and other rights with respect to and to receive any dividends or other distributions on the Surviving Corporation Shares into which the Metatec Shares represented by any such Metatec Certificate have been converted pursuant to §7 of this Agreement.



§9 Exchange of Certificates. Each holder of a Metatec Certificate shall, upon the surrender of such Metatec Certificate to the Surviving Corporation or its transfer agent for cancellation after the Effective Time, be entitled to receive from the Surviving Corporation or its transfer agent a certificate (a "Surviving Corporation Certificate") representing the number of Surviving Corporation Shares into which the Metatec Shares represented by such Metatec Certificate have been converted pursuant to §7 of this Agreement. If any such Surviving Corporation Certificate is to be issued in a name other than that in which the Metatec Certificate surrendered for exchange is registered, it shall be a condition of such exchange that the Metatec Certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such exchange shall either pay any transfer or other taxes required by reason of the issuance of the Surviving Corporation Certificate in a name other than that of the registered holder of the Metatec Certificate surrendered or establish to the satisfaction of the Surviving Corporation or its transfer agent that such tax has been paid or is not applicable.

§10 Stock Option Plans and Other Incentive Compensation Plans

- (a) Each option to purchase Metatec Shares granted under Metatec's 1992 Directors Stock Option Plan, as amended, Metatec's 1999 Directors Stock Option Plan, and Metatec's 1990 Stock Option Plan, as amended (collectively, the "Stock Option Plans"), that is outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder of any such option, be converted into and become an option to purchase the same number of Surviving Corporation Shares as the number of Metatec Shares that were subject to such option immediately prior to the Effective Time at the same option price per share and upon the same terms and subject to the same conditions as are in effect at the Effective Time. The Surviving Corporation shall reserve for purposes of the Stock Option Plans a number of Surviving Corporation Shares equal to the number of Metatec Shares reserved by Metatec for issuance under the Stock Option Plans as of the Effective Time. As of the Effective Time, the Surviving Corporation shall automatically assume the Stock Option Plans and all obligations of Metatec under the Stock Option Plans, including the outstanding options granted or awarded pursuant thereto.
- (b) The Metatec directors deferred compensation plan and the Metatec Open Book Management Plan (each, a "Compensation Plan") as in effect immediately prior to the Effective Time shall each be adopted as a Compensation Plan of the Surviving Corporation at the Effective Time, automatically and without further act of either Metatec or the Surviving Corporation or any participant under these plans, and each person who is a participant under a Compensation Plan shall thereafter continue to participate under such Compensation Plan upon identical terms and conditions. As of the Effective Time, the Surviving Corporation shall automatically assume the Compensation Plans and all obligations of Metatec under the Compensation Plans.

§11 Approval. This Agreement shall be submitted for approval by the shareholders of Metatec prior to the Effective Time. The obligations of the parties to

consummate the Merger shall be subject to the approval of the Merger and this Agreement by the Shareholders of Metatec on or prior to the Effective Time.

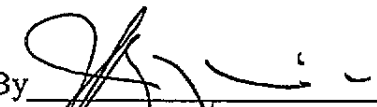
§12 Filing of Merger Documents. Prior to the Effective Time, Metatec shall file a certificate of merger with the Secretary of State of the State of Ohio and Metatec International shall file articles of merger with the Florida Department of State.


§13 Amendment. Subject to applicable law, this Agreement may be amended, modified or supplemented by written agreement of Metatec and Metatec International, after authorization of such action by their respective Boards of Directors, at any time prior to the Effective Time, except that after the approval contemplated by §11 of this Agreement, no amendment shall (a) alter or change the amount or kind of shares to be received in the Merger by the holders of shares of either Metatec or Metatec International, (b) alter or change any term of the Articles of Incorporation or the Code of Regulations of Metatec, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of shares of either Metatec or Metatec International.

§14 Abandonment. At any time prior to the Effective Time, the Board of Directors of either Metatec or Metatec International, or both, may terminate this Agreement notwithstanding approval of this Agreement by the sole shareholder of Metatec International or by the shareholders of Metatec, or by both.

METATEC CORPORATION

METATEC INTERNATIONAL, INC.

By   
\_\_\_\_\_  
Jeffrey M. Wilkins, Chairman of the  
Board, President and Chief  
Executive Officer

By   
\_\_\_\_\_  
Jeffrey M. Wilkins, Chairman of the  
Board, President and Chief  
Executive Officer