

Document Number Only

615451

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002727982-5
-12/31/98--01051--015
*****70.00 *****70.00

Mail - Mail Commercial Printing, Inc.

merging with:

Graphics Illustrated, Inc.

98 DEC 31 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

DEC 31 1998

EFFECTIVE DATE

1-1-99

1-11-99

CR2E031 (1-89)

RECEIVED
DEC 31 PM 2:23
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GRAPHICS ILLUSTRATED, INC., a Florida corporation, 615451

INTO

MAIL-WELL COMMERCIAL PRINTING, INC., corporation not qualified in
Florida.

File date: December 31, 1998, effective January 1, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: GRAPHICS ILLUSTRATED, INC.
Ref. Number: 615451

We have received your document for GRAPHICS ILLUSTRATED, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You must have the signature of an officer for Graphics Illustrated, Inc. as well as the signature of an officer for Mail-Well Commercial Printing, Inc.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 199A00000062

ARTICLES OF MERGER

MERGING

GRAPHICS ILLUSTRATED, INC.

INTO

MAIL-WELL COMMERCIAL PRINTING, INC.

FILED
98 DEC 31 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.227 of the Florida General Corporation Act ("FGCA"), these Articles of Merger are executed and filed for purposes of merging GRAPHICS ILLUSTRATED, INC., a Florida corporation ("Graphics"), into MAIL-WELL COMMERCIAL PRINTING, INC., a Delaware corporation ("Mail-Well Printing").

ARTICLE I SURVIVING CORPORATION

Mail-Well Printing is the surviving corporation of the merger between Mail-Well Printing and Graphics.

ARTICLE II PLAN OF MERGER

The Plan of Merger approved by the Board of Directors of Mail-Well Printing is attached hereto as Exhibit A (the "Plan of Merger") and is incorporated herein by this reference.

ARTICLE III OUTSTANDING SHARES

Graphics has 60 outstanding shares of one class of common stock. Mail-Well Printing owns 100 percent of the outstanding shares of the stock of Graphics.

ARTICLE IV DATE PLAN OF MERGER MAILED

Mail-Well Printing, the sole shareholder of Graphics, waived the mailing of the Plan of Merger and thirty (30) day waiting period requirements pursuant to FGCA § 607.227(4).

ARTICLE V EFFECTIVE DATE

EFFECTIVE DATE
1-1-99

The Merger shall be effective at 12:01 a.m. on January 1, 1999.

IN WITNESS HEREOF, the surviving corporation has caused these Articles of Merger to be signed this 29th day of December 1998.

**MAIL-WELL COMMERCIAL PRINTING,
INC.**

a Delaware corporation

By: 

Mark L. Zoeller, Corporate Counsel and
Assistant Secretary

STATE OF COLORADO)

) ss.

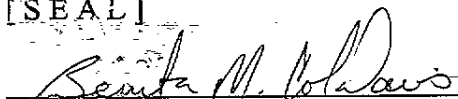
COUNTY OF Arapahoe)

The foregoing Articles of Merger were acknowledged before me this 29th day of December, 1998, by Mark L. Zoeller as Corporate Counsel and Assistant Secretary of Mail-Well Commercial Printing, a Delaware Corporation.

WITNESS MY HAND AND OFFICIAL SEAL.

My Commission expires: December 2, 2000

[SEAL]


Berita M. Coleman-Davis

Notary Public

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of December 29th 1998, by and between GRAPHICS ILLUSTRATED, INC., a Florida corporation ("Graphics") and MAIL-WELL COMMERCIAL PRINTING, INC., a Delaware corporation ("Mail-Well Printing").

WHEREAS, Graphics is a wholly owned subsidiary of Mail-Well Printing; and

WHEREAS, the Board of Directors of Mail-Well Printing has determined it to be in the best interests of Mail-Well Printing to merge Graphics with and into Mail-Well Printing (the "Merger").

NOW, THEREFORE, in consideration of these premises and the mutual covenants contained herein, the parties agree as follows:

1. Plan of Merger. Effective at 12:01 a.m. on January 1, 1999 (the "Effective Time"), Graphics will merge with and into Mail-Well Printing, and the separate corporate existence of Graphics shall cease and Mail-Well Printing shall be the surviving corporation, whose name shall remain unchanged.

2. Terms and Effect of Merger.

2.1 No Conversion of Shares. At the Effective Time: (a) each outstanding share of capital stock of Graphics shall *not* be converted or exchanged, but shall remain outstanding as a duly issued and authorized share of capital stock of Mail-Well Printing; and (b) all shares of Graphics capital stock (i) shall be canceled and shall cease to exist, and (ii) no Mail-Well Printing stock shall be issued in conversion of or exchange for the former stock of Graphics.

2.2 Succession to Rights, Interests and Liabilities. At the Effective Time, Mail-Well Printing shall succeed to all of the rights, property and subsidiaries, and all of the obligations and liabilities, of Graphics without further action, instrument or deed.

2.3 Certificate of Incorporation. The Certificate of Incorporation of Mail-Well Printing as existing and in effect at the Effective Time shall be and continue as the Certificate of Incorporation of Mail-Well Printing after the Effective Time, until the same shall be amended or repealed as provided by the Delaware General Corporation Law (DGCL) or by the terms of such Certificate of Incorporation.

2.4 Bylaws. The Bylaws of Mail-Well Printing as existing and in effect at the Effective Time shall be and continue as the Bylaws of Mail-Well Printing after the Effective Time, until the same shall be amended or repealed as provided by the terms of such Bylaws.

3. Officers and Directors. After the Effective Time, all of the officers and directors of Graphics shall thenceforth hold no offices therewith, except insofar as such officers and directors hold such offices with Mail-Well Printing.

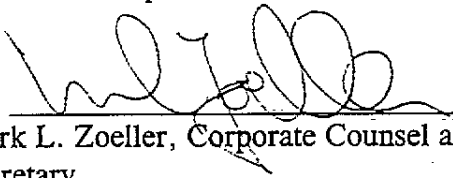
4. Articles/Certificates of Merger. In order to effectuate the Merger, Mail-Well Printing shall cause to be filed, with the Department of State of Florida and the Secretary of State of Delaware, respectively, Articles of Merger in the form contemplated by the applicable provisions of the Florida General Corporation Act ("FGCA"), and a Certificate of Merger in the form contemplated by the applicable provisions of the DGCL, attaching a copy of this Agreement and incorporating this Agreement by reference, and shall execute and deliver such other documents, instruments or certificates as may be required to accomplish same.

5. Successors. This Agreement shall inure to the benefit of the parties hereto and their respective successors, heirs and assigns.

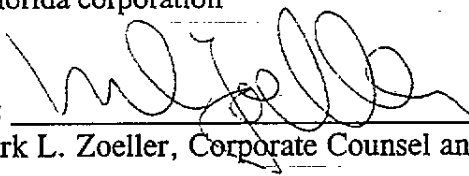
6. Entire Understanding. This Agreement constitutes the entire understanding of the parties hereto, and there are no oral or written statements, representations or agreements that modify or amend and of the terms hereof.

IN WITNESS WHEREOF, the parties hereto have duly caused this Agreement to be executed as of the date first above written.

MAIL-WELL COMMERCIAL PRINTING, INC.
a Delaware corporation

By: 
Mark L. Zoeller, Corporate Counsel and Assistant
Secretary

GRAPHICS ILLUSTRATED, INC.
a Florida corporation

By: 
Mark L. Zoeller, Corporate Counsel and Assistant
Secretary

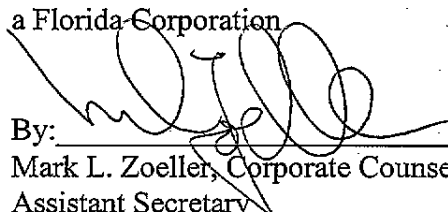
IN WITNESS HEREOF, the surviving corporation has caused these Articles of Merger to be signed this 29th day of December 1998.

**MAIL-WELL COMMERCIAL PRINTING,
INC.**

a Delaware corporation

By: _____
Mark L. Zoeller, Corporate Counsel and
Assistant Secretary

GRAPHICS ILLUSTRATED, INC.
a Florida Corporation

By:  _____
Mark L. Zoeller, Corporate Counsel and
Assistant Secretary