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DAVID WALTER NORRIS

740031

FILED
99 JUN -1 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 27, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002890808--7
-06/01/99--01067--015
*****70.00 *****70.00

Re:

Articles of Merger
National Association of Quick Printers, Inc.

Dear Sir or Madam:

Enclosed in duplicate are Articles of Merger for the above referenced not-for-profit corporation, along with a check for filing fees in the amount of seventy dollars (\$70.00). Please process these Articles of Merger as expeditiously as possible and return the certificate of merger to the above address. Note that the surviving corporation will be an Illinois not-for-profit corporation, PrintImage International, an association.

If you have any questions, please contact me.

Sincerely,

Merger
6-10-99
DWS

David Walter Norris

David Walter Norris

Enclosures

cc: David Steinhardt
Terrence Hutton

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL ASSOCIATION OF QUICK PRINTERS, INC., a Florida corporation,
740031

INTO

PRINTIMAGE INTERNATIONAL, AN ASSOCIATION, an Illinois corporation not
qualified in Florida.

File date: June 1, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act pursuant to section 617.1105, Florida Statutes.

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

Name

Jurisdiction

PrintImage International, an association

Illinois

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

Name

Jurisdiction

National Association of Quick Printers, Inc.

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

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II -

(CHECK IF APPLICABLE)_____ The plan or merger was adopted by written consent of the members and
executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on May 10, 1999. The number of directors in
office was 3. The vote for the plan was as follows: 3 FOR 0
AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on
February 16, 1999. The number of votes cast for the merger was sufficient for approval and the vote
for the plan was as follows: 262 FOR 0 AGAINST

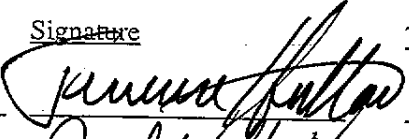

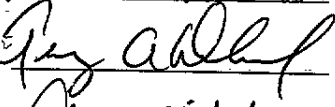

SECTION II

(CHECK IF APPLICABLE)_____ The plan or merger was adopted by written consent of the members and
executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in
office was _____. The vote for the plan was as follows: _____ FOR _____
AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
PrintImage International, an association		Terrence Hutton, President
PrintImage International, an association		David Walter Norris, Secretary
National Association of Quick Printers, Inc.		Terry A. Doland, President 5/23/99
National Association of Quick Printers, Inc.		Ann Mitchell, Secy / Treas.

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>PrintImage International, an association</u>	<u>Illinois</u>

The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>National Association of Quick Printers, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The terms and conditions of the merger are as follows:

See Attached

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger are as follows:

N/A

Other provisions relating to the merger are as follows:

See Attached

PLAN AND AGREEMENT OF MERGER

1. The merging corporations are *PrintImage International, an association*, an Illinois not for profit corporation, and the *National Association of Quick Printers, Inc.*, a Florida not for profit corporation.

2. The name of the surviving corporation is *PrintImage International, an association*, an Illinois not-for-profit corporation.

3. The state of incorporation of the surviving corporation is and shall remain Illinois.

4. The primary purpose of this merger is to move the situs of incorporation of the National Association of Quick Printers, Inc. from Florida to Illinois.

5. The current directors and officers of the National Association of Quick Printers, Inc. shall be the directors and officers of the surviving corporation.

6. All assets of the National Association of Quick Printers, Inc. shall be transferred to the surviving corporation.

7. The bylaws of the National Association of Quick Printers, Inc. shall be the bylaws of the surviving corporation, with the exception that the following changes shall be made:

Article V, Section 5 shall read as follows:

Participation. Board members may participate in and act at any meeting of the Board of Directors through use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such manner in a Board of Directors meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Article XIV, Section 5 shall read as follows:

Business by Mail. Whenever, in the judgement of a majority of the Board, any question arises which should be put to a vote of the general membership, and whenever it is deemed inexpedient to call a membership meeting for such purposes, the question shall be submitted to the general membership by mail ballot. The question shall be decided by vote of the minimum number of members that would be necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voting, and whose ballots have been received by the Association within twenty-one (21) days of the date ballots were mailed out, provided that prompt notice in writing of the outcome of the mail vote shall be delivered to the general membership.

8. All members of the National Association of Quick Printers, Inc. shall be members

of the surviving corporation subject to their current classifications, rights, and responsibilities.

9. The registered agent of the surviving corporation shall be:

Terrence Hutton
c/o Howe & Hutton, Ltd.
20 North Wacker Drive, Suite 4200
Chicago, Illinois 60606

10. The surviving corporation shall be subject to service of process in the State of Florida in any action or special proceeding for the enforcement of any obligation of the National Association of Quick Printers, Inc. Further, the surviving Corporation shall designate the Secretary of State of the State of Florida as its agent upon whom process against said corporation may be served. The address to which the Secretary of State shall mail a copy of the process in such action or special proceeding is *PrintImage International, an association*, formerly National Association of Quick Printers, Inc., 401 N. Michigan Ave., Suite 2400, Chicago, Illinois 60611-4267.