

F 000000003916 6-

Wegman, Hessler, Vanderburg & O'Toole  
Requester's Name

6655 Rockside Woods Blvd. Ste 200  
Address

Cleveland OH 44131-2302  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #) 000003305930--4  
-06/27/00--01034--003
2. \_\_\_\_\_  
(Corporation Name) (Document #) \*\*\*\*\*70.00 \*\*\*\*\*70.00
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

*Effective Date  
Corrected & corrected  
on 8/3/00.  
-let*

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

FILED  
00 JUN 27 PM 9 05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*mt  
7/13*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DISPLAYS CO., a Florida corporation, #P96000016603

into

DISPLAYS, DISPLAYS, DISPLAYS, INC., an Ohio corporation, F000000003916

File date: June 27, 2000

Corporate Specialist: Michael Mays

# 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:

Name

Jurisdiction

Displays, Displays, Displays, Inc.

Ohio

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

Name

Jurisdiction

Displays Co.

96-14663

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.)

**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 May 22, 2000 and shareholder approval was not required.

**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 May 22, 2000

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

Displays Co.

*Thomas F. Gibbons*

Thomas F. Gibbons, President

*5/30/00*

Displays, Displays,  
Displays, Inc.

*Thomas F. Gibbons*

Thomas F. Gibbons, President

*5/30/00*

00 JUN 27 PM 9:05  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**AGREEMENT OF MERGER  
MERGING  
DISPLAYS CO.  
INTO  
DISPLAYS, DISPLAYS, DISPLAYS, INC.**

This Agreement of Merger, made and entered into this 30<sup>th</sup> day of May, 2000, by and among Displays Co., a corporation organized and existing under the laws of the State of Florida, ("Displays") and Displays, Displays, Displays, Inc., a corporation organized and existing under the laws of the State of Ohio ("D3").

**WITNESSETH:**

**WHEREAS**, Displays was incorporated under the laws of the State of Florida, its Articles of Incorporation having been filed in the office of the Secretary of State of Florida on February 21, 1996, and recorded in Document Number P96000016603;

**WHEREAS**, D3 was incorporated under the laws of the State of Ohio, its Amended and Restated Articles of Incorporation having been filed in the office of the Secretary of State of Ohio on January 24, 1995, and recorded on Roll 5048 at Frame 1612 of the records of incorporation;

**WHEREAS**, the Shareholders of Displays and Board of Directors of D3 have approved this Agreement by unanimous written consent.

**NOW, THEREFORE**, in consideration of the premises and mutual agreements herein contained, the receipt and sufficiency of which is hereby acknowledged, and in compliance with Section 1701.78 of the Ohio Revised Code, the parties hereto agree as follows:

**1. MERGER**

Upon the effective date (as defined in Section 8 below) Displays shall be merged into D3 (the "Merger") which shall be the surviving corporation. The surviving corporation shall continue to be governed by the laws of the State of Ohio, and the separate corporate existence of Displays shall cease forthwith upon the effective date. This Agreement of Merger is in compliance with the laws of the State of Florida and the Florida Business Corporation Act Section 607.1101.

**2. NAME**

Upon the effective date, the name of the surviving corporation shall be Displays, Displays, Displays, Inc.

3. **ARTICLES OF INCORPORATION AND CODE OF REGULATIONS**

The Articles of Incorporation and Code of Regulations of Displays in effect immediately prior to the effective date shall cease on the effective date and the Articles of Incorporation and the Code of Regulations of D3 as presently in existence shall be the Articles of Incorporation and Code of Regulations respectively, of the surviving corporation.

4. **DIRECTORS AND OFFICERS**

Upon consummation of the Merger, the Directors and Officers of D3 shall continue as the Directors of the surviving corporation.

5. **PRINCIPAL OFFICE**

The principal office of D3 which is 2001 Elyria Avenue, Lorain, Ohio 44052, shall continue as the principal office of the surviving corporation in the State of Ohio.

6. **STATUTORY AGENT**

The surviving corporation shall continue to transact business in the State of Ohio and shall continue to use Thomas F. Gibbons whose address is 2001 Elyria Avenue, Lorain, Ohio 44052, upon whom any process, notice or demand required or permitted by statute to be served upon the surviving corporation may be served.

7. **CANCELLATION OF SHARES**

At the Effective Date of the Merger, all of the shares of common stock of Displays issued and outstanding, owned of record or beneficially by any person prior to the Merger shall, ipso facto, without any act on the part of the holder thereof, be deemed to be cancelled and void and the certificates evidencing such ownership shall, as soon as practical thereafter, be physically collected and marked "cancelled".

8. **EFFECTIVE DATE OF MERGER**

As soon as practical after this Agreement has been duly adopted by the respective Shareholders of Displays and Board of Directors of D3, a Certificate of Merger with an effective date as of May 31, 2000 shall be filed with the Ohio Secretary of State according to the laws of the State of Ohio, and the Articles of Merger with an effective date as of May 31, 2000 shall be filed with the Florida Secretary of State according to the laws of the State of Florida, whereupon the merger shall become effective as of such May 31, 2000 date. (the "Effective Date").

9. MISCELLANEOUS

This Agreement embodies the entire agreement and understanding of the parties hereto with respect to the subject matter hereof and supersedes all prior and contemporaneous agreements and understandings, oral or written, relative to said subject matter. Whenever the context requires, words used in the singular shall be construed to include the plural and vice versa, and pronouns of any gender shall be deemed to include and designate the masculine, feminine or neuter genders.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by its Board of Directors, has caused this Agreement to be executed by its duly authorized officer as of the day, month and year first written above.

DISPLAYS CO.

By: Thomas F. Gibbons  
Thomas F. Gibbons  
President 5/30/00

By: Cheryl M. Gibbons  
Cheryl M. Gibbons  
Secretary

DISPLAYS, DISPLAYS, DISPLAYS, INC.

By: Thomas F. Gibbons  
Thomas F. Gibbons  
President 5/30/00

By: Cheryl M. Gibbons  
Cheryl M. Gibbons  
Secretary

00 JUN 27 13 9 05  
RECEIVED  
STATE  
TALMADGE COUNTY