

F00729

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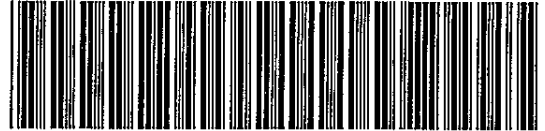
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
CHANDLER, LANG, HASWELL & COLE, P.A.
POST OFFICE BOX 23879
GAINESVILLE, FLORIDA 32602-3879

JAMES F. LANG
JOHN H. HASWELL
C. WHARTON COLE *

*ADMITTED IN FL AND TX

May 3, 2004

TELEPHONE 352/376-5226
FAX 352/372-8958
211 N.E. FIRST STREET
GAINESVILLE, FL 32601-5367

WILLIAM H. CHANDLER
1920 - 1992

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Merger of Beechler's Printing, Inc. and Print Marketing-Direct Mail, Inc.

Dear Addressee:

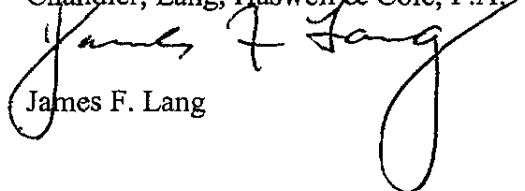
Enclosed please find the Articles of Merger wherein the surviving corporation is Beechler's Printing, Inc., and the merging corporation is Print Marketing-Direct Mail, Inc., to which is attached a Plan of Merger. I would appreciate your filing these in the appropriate place and sending to me a certified copy of the Articles of Merger and the Plan of Merger. It is my understanding that the filing fee is \$70.00 and that a certified copy of the documents, so long as not more than eight (8) pages would be \$8.75, and the check in the total amount of \$78.75 is enclosed herewith.

If you have any questions about the matter, please let me know as soon as possible.

Thank you for your cooperation in this matter.

Yours very truly,

Chandler, Lang, Haswell & Cole, P.A.


James F. Lang

JFL/jnd

Enclosures

**ARTICLES OF MERGER
(PROFIT CORPORATIONS)**

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The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes:

FIRST: The name and jurisdiction of the surviving corporation:

<u>NAME</u>	<u>JURISDICTION</u>	<u>DOCUMENT NO.</u>
Beechler's Printing, Inc.	Florida	F00729

SECOND: The name and jurisdiction of each merging corporation:

<u>NAME</u>	<u>JURISDICTION</u>	<u>DOCUMENT NO.</u>
Print Marketing - Direct Mail, Inc.	Florida	F97000101214


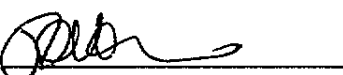
THIRD: The Plan of Merger is attached.

FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by all of the shareholders and directors of the surviving corporation on March 5, 2004.

SIXTH: Adoption of Merger by merging corporation. The Plan of Merger was adopted by all of the shareholders and directors of the merging corporation on March 5, 2004.

SEVENTH: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Beechler's Printing, Inc.		Christopher D. Beechler, President
Print Marketing - Direct Mail, Inc.		Robert J. Waters, President

PLAN OF MERGER

for

Beechler's Printing, Inc.
the surviving corporation and

Print Marketing - Direct Mail, Inc.
the merging corporation

(Non-Subsidiaries)

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and address of the surviving corporation is: Beechler's Printing, Inc., 350 NW 39th Avenue, Gainesville, Florida 32609 and its jurisdiction is the State of Florida.
2. The name and address of the merging corporation is: Print Marketing - Direct Mail, Inc., 503 SW 2nd Avenue, Gainesville, Florida 32601 and its jurisdiction is the State of Florida.
3. The terms and conditions of the merger are as follows:
 - a. All of the stockholders in Print Marketing - Direct Mail, Inc., will transfer all of the outstanding common stock, being the only kind of stock issued by the corporation, to Beechler's Printing, Inc. In return for such transfer, Beechler's Printing, Inc., will issue to the owner of all of the stock in Print Marketing - Direct Mail, Inc., Robert J. Waters and to his wife, Suzanne J. Waters, who is not a stockholder in Print Marketing-Direct Mail, Inc., 18 shares and 17 shares, respectively, of such common stock of Beechler's Printing, Inc. The result will be that Christopher D. Beechler, as trustee of the Christopher Daniel Beechler Revocable Trust dated August 1, 2002 will then own 33 shares of the outstanding stock in Beechler's Printing, Inc., and Suzanne Marie Beechler, as trustee of the Suzanne Marie Beechler Revocable

Trust dated August 1, 2002, will own 32 shares of the common stock, there then being an outstanding total of 100 shares of the common stock of Beechler's Printing, Inc. as provided herein. Print Marketing - Direct Mail, Inc., by and through its appropriate officers, will transfer any and all assets which it owns to Beechler's Printing, Inc. except that its accounts receivable and accounts payable will be retained and/or paid by Print Marketing - Direct Mail, Inc. as of the close of business on the day preceding the merger.

- b. Following the merger the following persons will own all of the issued and outstanding shares of stock in Beechler's Printing, Inc.: Christopher Daniel Beechler, as trustee, 33 shares, Suzanne Marie Beechler, as trustee, 32 shares, Robert J. Waters, 18 shares, and Suzanne J. Waters, 17 shares.
4. The effective legal date of this merger shall be as of the date of filing with the office of Division of Corporations, Secretary of State.
5. All of the stockholders and all of the directors of both the surviving corporation and the merging corporation have approved and consented to this Plan of Merger.

Beechler's Printing, Inc.

By: Christopher D. Beechler
Christopher D. Beechler
Its President

Print Marketing - Direct Mail, Inc.

By: Robert J. Waters
Robert J. Waters
Its President