

# F9500000673

Document Number Only

**C T CORPORATION SYSTEM**

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL 32301 (904) 656-8298

City State Zip Phone

**CORPORATION(S) NAME**

ANF BT USA INC.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> CUS / G/S          |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> Alter 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. KNP BT USA, Inc.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. December 7, 1984 4. Perpetual  
(Date of Incorporation) (Duration)
5. 13-3245865  
(Federal Employer Identification number, if applicable)
6. January 1, 1995  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2150 East Lake Cook Road, Buffalo Grove, IL 60089  
(Current mailing address)
8. Sale of office supplies and office equipment, and related services  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

**A. Directors:**

Chairman: Robert F.W. van Oordt - Director, President  
Director: Paalbergweg 2, 1105 AG Amsterdam ZO  
Address: The Netherlands

Vice Chairman: Klaas de Kluys - Director  
Director: Paalbergweg 2, 1105 AG Amsterdam ZO  
Address: The Netherlands

Director: Bert Paalman - Director  
Address: Paalbergweg 2, 1105 AG Amsterdam ZO  
The Netherlands

Director: Rudolf A.J. Huyzer - Director, Vice-President  
Address: c/o KNP BT USA, Inc., 2150 East Lake Cook Road  
Buffalo Grove, IL 60089

**9. Officers:**

President: Robert E. H. van Oort  
Address: Paalbergweg 2, 1105 AG Amsterdam ZO  
The Netherlands

Vice President: Rudolf A. J. Huyzer  
Address: c/o KNP BT USA, Inc., 2150 East Lake Cook Road  
Buffalo Grove, IL 60089

Secretary: Edward W. Wellman, Jr.  
Address: c/o Winthrop, Stimson, Putnam & Roberts, 695 East Main Street  
Stamford, CT 06904

Treasurer: None  
Address: \_\_\_\_\_

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: CT CORPORATION SYSTEM  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida 33324  
Zip Code

**11. Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature:

Laura Boden  
(Officer)  
Laura Boden, Asst. Secy.  
(Type Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Edward W. Wellman, Jr.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Edward W. Wellman, Jr., Secretary  
(Name and capacity of person signing application)

## State of Delaware

## Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KNP BT USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB -9 9:12:27



Edward J. Freel, Secretary of State

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AUTHENTICATION

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TALLAHASSEE, FLORIDA

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CT CORPORATION SYSTEM

Requestor's Name  
660 EAST JEFFERSON STREET

Address  
TALLAHASSEE FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

Name: KNP BT USA, Inc.

Change: changing name to:

BT Office Products International, Inc.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                    | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger                 |
| <input type="checkbox"/> NonProfit                 |   |   |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Foreign                   |   |   |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
| <input type="checkbox"/> Certified Copy            | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious name Filing |
|  |   | <input type="checkbox"/> CUS                    |
| <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     |
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APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA  
(§ 607.1504, F.S.)

FILED  
JUN 12 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. KNP BT USA, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: February 9, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

May 9, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

BT Office Products International, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

  
Signature

JUNE 5 1995  
Date

John J. McKiernan  
Typed or printed name

Secretary  
Title

State of Delaware  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "KNP BT USA, INC.", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "BT OFFICE PRODUCTS INTERNATIONAL, INC.", THE NINTH DAY OF MAY, A.D. 1995, AT 1 O'CLOCK P.M.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION

2050049 8320

DATE

7528962

950124809

06-06-95

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

EFFECTIVE DATE

12/31/96

400002049324--9  
-01/07/97--01156--016  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Crown Office Products International, Inc.

incorporated

BT Office Products International, Inc.

400002049324--9  
-01/07/97--01156--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

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N. HENDRICKS DEC. 26 1996

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CROWN OFFICE PRODUCTS, INC., A FLORIDA CORPORATION, J07629

INTO

**BT OFFICE PRODUCTS INTERNATIONAL, INC.,** a Delaware corporation,  
F95000000673

File date: December 24, 1996, effective December 31, 1996

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER  
OF  
CROWN OFFICE PRODUCTS, INC.  
INTO

BT OFFICE PRODUCTS INTERNATIONAL, INC.

FILED  
96 DEC 24 PM 2  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
12/31/96

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of merger:

FIRST: BT Office Products International, Inc. is a corporation organized under the laws of the State of Delaware owning all of the shares of Crown Office Products, Inc., a corporation organized under the laws of the State of Florida.

SECOND: The plan of merger attached hereto as Exhibit A was duly adopted at a meeting of the Board of Directors of BT Office Products International, Inc. held on October 22, 1996.

THIRD: With respect to Crown Office Products, Inc., neither shareholder approval nor board of director approval was required. The plan was approved by a sufficient vote of the board of directors of BT Office Products International, Inc., which owns 100% of the outstanding shares of each class of stock of Crown Office Products, Inc.

With respect to BT Office Products International, Inc., shareholder approval was not required. The plan was approved by a sufficient vote of the board of directors of BT Office Products International, Inc. in accordance with Section 141 of the Delaware General Corporation Law.

FOURTH: Shareholders of the subsidiary who, except for the applicability of this section, 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 this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

FIFTH: This merger shall be effective at 11:59 P.M. on December 31, 1996.

Signed this 18<sup>th</sup> day of December, 1996.

BT OFFICE PRODUCTS INTERNATIONAL, INC.

By: 

Name: John J. McKiernan  
Title: Vice President - Finance  
and Administration, Chief  
Financial Officer and  
Secretary

CROWN OFFICE PRODUCTS, INC.

By: 

Name: John J. McKiernan  
Title: Secretary

Exhibit A

PLAN OF MERGER

1. BT Office Products International, Inc. (the "Parent") owns all of the outstanding shares of capital stock of Apollo Stationers, Inc., BT Monroe Office Products, Inc., Business Essentials, Inc. (Minnesota), Business Essentials, Inc. (Missouri), Crown Office Products, Inc., General Office Supply Company, Inc., Mitchell-Dixon Office Supply Company and Total Office Products & Printers, Inc. (the "Subsidiaries"). The Subsidiaries are to be merged with and into the Parent as provided herein. The Parent shall be the surviving corporation.

2. The terms and conditions of the merger are as follows:

(a) The By-laws and Certificate of Incorporation of the Parent, as they shall exist on the effective date of the merger, shall be and remain the By-laws and Certificate of Incorporation of the Parent until the same shall be altered, amended or repealed as therein provided or as otherwise permitted by law.

(b) The directors and officers of the Parent shall continue in office until their successors are elected and qualified or until their earlier resignation or removal.

(c) The merger shall become effective at 11:59 p.m. on December 31, 1996.

(d) Upon the effectiveness of the merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Subsidiaries shall be transferred to, vested in and devolve upon the Parent without further act or deed and all property, rights and every other interest of the Subsidiaries shall be as effectively the property of the Parent as they were of the Subsidiaries, and the Parent shall assume all liabilities and obligations of the Subsidiaries. The Subsidiaries hereby agree from time to time, as and when requested by the Parent or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Parent may deem necessary or desirable in order to vest in and confirm to the Parent title to and possession of any property of the Subsidiaries acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Subsidiaries and the proper officers and directors of the Parent are fully authorized in the

name of the Subsidiaries or otherwise to take any and all such action.

3. The manner and basis of converting the shares of each corporation into shares or other securities or obligations of the Parent shall be as follows:

(a) Each share of common stock of the Parent that shall be issued and outstanding on the effective date of the merger shall remain issued and outstanding.

(b) Effective upon the merger, all of the issued and outstanding capital stock of each of the Subsidiaries shall be canceled without consideration, automatically and without any action on the part of the Subsidiaries.