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CORPORATION(S) NAME

EFFECTIVE DATE

12/31/96

FILED
96 DEC 24 PM 2 29
TALLAHASSEE, FL

400002049324--9

-01/07/97--01156--016

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Crown Office Products International, Inc.
merging into:

BT Office Products International, Inc.

400002049324--9

-01/07/97--01156--017

*****35.00 *****35.00

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

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CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

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 18th 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.