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800002049918--4

-01/08/97--01023--007

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

1 Kinko's Copies of Florida Inc. (Corporation Name) (Document #)

2 _____ (Corporation Name) (Document #)

3 _____ (Corporation Name) (Document #)

4 If there are problems in filing this document (Corporation Name) (Document #)
please call before rejecting

☒ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

☒ Certified Copy (2 each)

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

F96000006175

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

KINKO'S COPIES OF FLORIDA, INC., a Florida corporation, F94802

KINKO'S OF ORLANDO, INC., a Florida corporation, K07522

KINKO'S OF SOUTHWESTERN FLORIDA, INC., a Florida corporation, L26065

INTO

**KINKO'S NEW MASTER CORPORATION, a Delaware corporation,
F96000006175**

File date: December 31, 1996

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER

MERGING

KINKO'S COPIES OF FLORIDA, INC.
(a Florida corporation)

KINKO'S OF ORLANDO, INC.
(a Florida corporation)

AND

KINKO'S OF SOUTHWESTERN FLORIDA, INC.
(a Florida corporation)

INTO

KINKO'S NEW MASTER CORPORATION
(a Delaware corporation)

FILED
96 DEC 31 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned, being the President of Kinko's New Master Corporation ("NEW KINKO'S") and the President of each domestic corporation, do hereby certify that:

1. The name and place of organization of each constituent entity is as follows:

- (i) Kinko's Copies of Florida, Inc., a Florida corporation;
- (ii) Kinko's of Orlando, Inc., a Florida corporation;
- (iii) Kinko's of Southwestern Florida, Inc., a Florida corporation; and
- (iv) Kinko's New Master Corporation, a Delaware corporation.

2. The name of the surviving corporation is Kinko's New Master Corporation, a Delaware corporation.

3. NEW KINKO'S owns all of the outstanding shares of Kinko's Copies of Florida, Inc., Kinko's of Orlando, Inc., and Kinko's of Southwestern Florida, Inc. (each a "Disappearing Corporation" and, collectively, the "Disappearing Corporations"). As such and pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 607.1104 of the Act, the approval of the shareholders of NEW KINKO'S and each Disappearing Corporation, respectively, is not required.

4. A Plan of Merger, a complete copy of which is set forth in Exhibit A, by which the Disappearing Corporations merge into NEW KINKO'S (the "Plan of Merger") was duly adopted by the board of directors of NEW KINKO'S, the sole shareholder of each

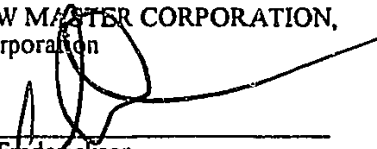
Disappearing Corporation, on December 31, 1996. Pursuant to Section 607.1104 of the Act, approval of the Plan of Merger by the board of directors of each Disappearing Corporation is not required.

5. NEW KINKO'S, acting in its capacity as sole shareholder of each Disappearing Corporation, has waived its right to receive by mail a copy of the Plan of Merger.

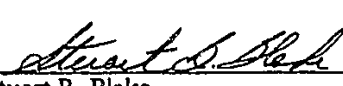
6. The merger of the Disappearing Corporations into NEW KINKO'S shall be effective December 31, 1996.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as
of DEC. 31, 1996.


KINKO'S NEW MASTER CORPORATION,
a Delaware corporation

By: 
Daniel R. Frederickson
President

KINKO'S COPIES OF FLORIDA, INC.,
a Florida corporation

By: 
Stuart B. Blake
President

KINKO'S OF ORLANDO, INC.,
a Florida corporation

By: 
Stuart B. Blake
President

KINKO'S OF SOUTHWESTERN FLORIDA,
INC., a Florida corporation


By: 
Stuart B. Blake
President

EXHIBIT A

**PLAN OF MERGER
OF
KINKO'S NEW MASTER CORPORATION
AND
KINKO'S COPIES OF FLORIDA, INC.
KINKO'S OF ORLANDO, INC.
AND
KINKO'S OF SOUTHWESTERN FLORIDA, INC.**

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**PLAN OF MERGER
OF
KINKO'S NEW MASTER CORPORATION
AND
KINKO'S COPIES OF FLORIDA, INC.
KINKO'S OF ORLANDO, INC.
AND
KINKO'S OF SOUTHWESTERN FLORIDA, INC.**

DEL 31 This Plan of Merger (the "Plan") is made and entered into as of 1996 by and between Kinko's New Master Corporation, a Delaware corporation ("NEW KINKO'S") and Kinko's Copies of Florida, Inc., a Florida corporation, Kinko's of Orlando, Inc., a Florida corporation, and Kinko's of Southwestern Florida, Inc., a Florida corporation (each a "Subsidiary Corporation" and, collectively, the "Subsidiary Corporations").

WHEREAS, NEW KINKO'S is a corporation organized under and governed by the laws of the State of Delaware, and its address is 255 West Stanley Avenue, Ventura, California, 93002;

WHEREAS, each Subsidiary Corporation is a corporation organized under and governed by the laws of the State of Florida;

WHEREAS, NEW KINKO'S is the sole owner of all of the outstanding capital stock of each Subsidiary Corporation; and

WHEREAS, in connection with a plan of reorganization, NEW KINKO'S and the Subsidiary Corporations have determined that it is advisable and in the best interests of such corporations and their stockholders that the Subsidiary Corporations merge with and into NEW KINKO'S upon the terms and conditions provided herein (the "Merger") and, pursuant to Florida Business Corporation Act Section 607.1104, the Board of Directors of NEW KINKO'S has approved and adopted this Plan.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual agreements herein contained and of the mutual benefits provided hereby, the parties hereto hereby agree as follows:

1. Merger. The effective date of the Merger shall be December 31, 1996 (the "Effective Date"). On the Effective Date, the Subsidiary Corporations shall be merged with and into NEW KINKO'S and the separate existence of each Subsidiary Corporation shall thereupon cease. NEW KINKO'S shall continue its corporate existence in the State of Delaware as the surviving corporation (the "Surviving Corporation") after the Effective Date of the Merger.

2. Certificate of Incorporation. The Certificate of Incorporation of NEW KINKO'S, as in effect immediately prior to the Effective Date, shall continue to be

the Certificate of Incorporation of the Surviving Corporation without change or amendment until duly amended in accordance with the provisions thereof and applicable law.

3. Conversion of Shares. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of each Subsidiary Corporation outstanding immediately prior thereto shall automatically be cancelled.

4. Subsequent Action. If at any time after the Effective Date it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of the Subsidiary Corporations, or otherwise to carry out the provisions of this Plan, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of each Subsidiary Corporation and in its name to take such action and execute, deliver and file such instruments and documents.

5. Rights and Duties of NEW KINKO'S. On the Effective Date, NEW KINKO'S shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of each Subsidiary Corporation; and all property (real, personal and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to such Subsidiary Corporations shall continue and be taken and deemed to be transferred to and vested in NEW KINKO'S, without further act or deed; and NEW KINKO'S shall thenceforth be responsible and liable for all the liabilities and obligations of each Subsidiary Corporation.

6. Termination. At any time prior to the Effective Date, this Plan may be terminated and the Merger abandoned at the election of the Board of Directors of NEW KINKO'S.

7. Waiver of Mailing Requirement. NEW KINKO'S, the sole shareholder of all of the outstanding stock of each Subsidiary Corporation, has waived the requirement of Section 607.1104 of the Florida Business Corporation Act that a copy of this Plan be mailed to NEW KINKO'S. The waiver is attached hereto as Exhibit 1.

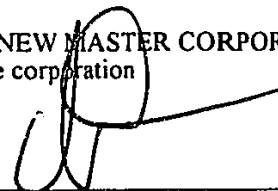
EXHIBIT 1
**WAIVER
OF
MAILING REQUIREMENT
OF
SOLE SHAREHOLDER
OF
KINKO'S COPIES OF FLORIDA, INC.
KINKO'S OF ORLANDO, INC.
AND
KINKO'S OF SOUTHWESTERN FLORIDA, INC.**

In accordance with Section 607.1104(2) of the Florida Business Corporation Act, the undersigned, being the sole shareholder of Kinko's Copies of Florida, Inc., a Florida corporation, Kinko's of Orlando, Inc., a Florida corporation, and Kinko's of Southwestern Florida, Inc., a Florida corporation, does hereby waive the right to receive a mailed copy or summary of the Plan of Merger entered into by each of the above-named corporations and Kinko's New Master Corporation on Dec. 31, 1996.

Such waiver shall allow the filing of the articles of merger in the State of Florida without the 30-day waiting period.

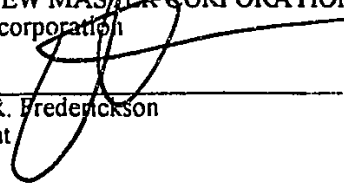
Dated: Dec. 31, 1996

KINKO'S NEW MASTER CORPORATION,
a Delaware corporation

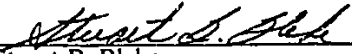
By: 
Daniel R. Frederickson
President

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be
duly executed as of the day and year first above written.


KINKO'S NEW MASTER CORPORATION,
a Delaware corporation

By: 
Daniel R. Frederickson
President


KINKO'S COPIES OF FLORIDA, INC.,
a Florida corporation

By: 
Stuart B. Blake
President

KINKO'S OF ORLANDO, INC.,
a Florida corporation

By: 
Stuart B. Blake
President

KINKO'S OF SOUTHWESTERN
FLORIDA, INC., a Florida corporation

By: 
Stuart B. Blake
President