

CONTACT:

F960000006676

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600002050216--1

-01/08/97--01026--011

***210.00 ***210.00

OFFICE USE ONLY

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

1 Kinko's of Palm Beach Inc.
(Corporation Name) (Document #)

2 _____
(Corporation Name) (Document #)

3 NEED TODAY
(Corporation Name) (Document #)

4 If there are problems in filing this document
(Corporation Name) (Document #)

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☐ Mail Out

☐ Will Wait

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☐ 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

RECEIVED
96 DEC 31 AM 10:08
DIVISION OF CORPORATIONS
FILED STATE
SECRETARY OF CORPORATIONS
96 DEC 31 AM 11:08

merger 38
12/31/96

F96000006676

ARTICLES OF MERGER
Merger Sheet

MERGING:

KINKO'S OF PALM BEACH, INC., a FL Corp., #S20115

KINKO'S OF WINTER PARK, INC., a FL Corp., #J53588

INTO

KINKO'S ASSOCIATES, INC., a California corporation, F96000006676

File date: December 31, 1996

Corporate Specialist: Susan Payne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 31 AM 11:09

ARTICLES OF MERGER

MERGING

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

AND

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

INTO

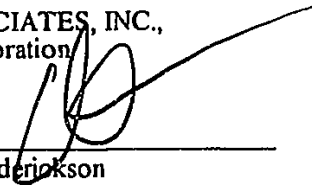
KINKO'S ASSOCIATES, INC.
(a California corporation)

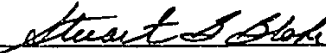
Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned, being the President and the Secretary of Kinko's Associates, Inc. ("Kinko's Associates") and the President and the Secretary of Kinko's of Palm Beach, Inc. and Kinko's of Winter Park, Inc., do hereby certify that:

1. The name and place of organization of each constituent entity is as follows:
 - (i) Kinko's of Palm Beach, Inc., a Florida corporation;
 - (ii) Kinko's of Winter Park, Inc., a Florida corporation; and
 - (iii) Kinko's Associates, Inc., a California corporation.
2. The name of the surviving corporation is Kinko's Associates, Inc., a California corporation.
3. An Agreement and Plan of Merger, a complete copy of which is set forth hereto in Exhibit A, by which Kinko's of Palm Beach, Inc. and Kinko's of Winter Park, Inc. (each a "Disappearing Corporation" and, collectively, the "Disappearing Corporations") merge into Kinko's Associates (the "Agreement and Plan of Merger") was duly adopted by the Board of Directors of each constituent corporation on December 31, 1996.
4. Pursuant to Section 607.1103 of the Act, the Agreement and Plan of Merger, having been adopted and recommended by the boards of directors of each of the Disappearing Corporations and Kinko's Associates, was approved by the unanimous written consent of the shareholders of each of the Disappearing Corporations and Kinko's Associates on December 31, 1996.
5. The merger of the Disappearing Corporations into Kinko's Associates shall be effective December 31, 1996.


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

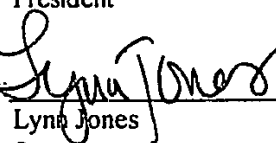
KINKO'S ASSOCIATES, INC.,
a California corporation

By: 
Daniel R. Frederickson
President


By: 
Stuart B. Blake
Secretary

KINKO'S OF PALM BEACH, INC.,
a Florida corporation

By: 
Stuart B. Blake
President

By: 
Lynn Jones
Secretary

KINKO'S OF WINTER PARK, INC.,
a Florida corporation

By: 
Stuart B. Blake
President

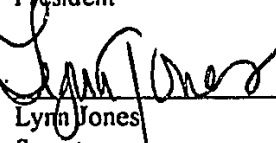
By: 
Lynn Jones
Secretary

EXHIBIT A
AGREEMENT AND PLAN
OF
MERGER

LA963200.122/6

**AGREEMENT AND PLAN
OF
MERGER
OF
KINKO'S ASSOCIATES, INC.
AND
BAYVIEW KINKO'S, INC.
D & P, INC.
GREENLEAF GRAPHICS, INC.
INLAND NORTHWEST KINKO'S, INC.
J & K KINKO'S, INC.
KINKO'S OF BAKERSFIELD, INC.
KINKO'S OF BEVERLY HILLS, INC.
KINKO'S OF GRAND RAPIDS, INC.
KINKO'S OF ITHACA, INC.
KINKO'S OF LONG ISLAND, INC.
KINKO'S OF MANHATTAN, INC.
KINKO'S OF MASSACHUSETTS, INC.
KINKO'S OF MODESTO, INC.
KINKO'S OF NEW HAMPSHIRE, INC.
KINKO'S OF OAKLAND, INC.
KINKO'S OF OJAI, INC.
KINKO'S OF PALM BEACH, INC.
KINKO'S OF ROCHESTER, INC.
KINKO'S OF SAN BERNARDINO, INC.
KINKO'S OF SOUTHERN UTAH, INC.
KINKO'S OF SYRACUSE, INC.
KINKO'S OF THOUSAND OAKS, INC.
KINKO'S OF WINTER PARK, INC.
MAVERICK KINKO'S, INC.
OASIS COPIES, INC.
AND
PUGET SOUND KINKO'S, INC.**

This Agreement and Plan of Merger (the "Agreement") is made and entered into as of December 31, 1996 by and between Kinko's Associates, Inc., a California corporation ("Kinko's Associates" or the "Surviving Corporation"), and Bayview Kinko's, Inc., a California corporation, D & P, Inc., a California corporation, Greenleaf Graphics, Inc., a California corporation, Inland Northwest Kinko's, Inc., a Washington corporation, J & K Kinko's, Inc., an Ohio corporation, Kinko's of Bakersfield, Inc., a California corporation, Kinko's of Beverly Hills, Inc., a California corporation, Kinko's of Grand Rapids, Inc., a Michigan corporation, Kinko's of Ithaca, Inc., a New York corporation, Kinko's of Long Island, Inc., a New York corporation, Kinko's of Manhattan, Inc., a New York corporation, Kinko's of Massachusetts, Inc., a Massachusetts corporation, Kinko's of Modesto, Inc., a California corporation, Kinko's of New Hampshire, Inc.,

a New Hampshire corporation, Kinko's of Oakland, Inc., a California corporation, Kinko's of Ojai, Inc., a California corporation, Kinko's of Palm Beach, Inc., a Florida corporation, Kinko's of Rochester, Inc., a New York corporation, Kinko's of San Bernardino, Inc., a California corporation, Kinko's of Southern Utah, Inc., a Utah corporation, Kinko's of Syracuse, Inc., a New York corporation, Kinko's of Thousand Oaks, Inc., a California corporation, Kinko's of Winter Park, Inc., a Florida corporation, Maverick Kinko's, Inc., a Tennessee corporation, Oasis Copies, Inc., a California corporation, and Puget Sound Kinko's, Inc., a Washington corporation (each a "Disappearing Corporation" and, collectively, the "Disappearing Corporations").

WHEREAS, Kinko's Associates is a corporation organized under and governed by the laws of the State of California, and has its principal office address at 255 West Stanley Avenue, Ventura, California, 93002;

WHEREAS, each Disappearing Corporation is a corporation organized as follows, and each has its address at 255 West Stanley Avenue, Ventura, California, 93002:

(1) Bayview Kinko's, Inc. is a corporation organized under and governed by the laws of the State of California;

(2) D & P, Inc. is a corporation organized under and governed by the laws of the State of California;

(3) Greenleaf Graphics, Inc. is a corporation organized under and governed by the laws of the State of California;

(4) Kinko's of Bakersfield, Inc. is a corporation organized under and governed by the laws of the State of California;

(5) Kinko's of Beverly Hills, Inc. is a corporation organized under and governed by the laws of the State of California;

(6) Kinko's of Modesto, Inc. is a corporation organized under and governed by the laws of the State of California;

(7) Kinko's of Oakland, Inc. is a corporation organized under and governed by the laws of the State of California;

(8) Kinko's of Ojai, Inc. is a corporation organized under and governed by the laws of the State of California;

(9) Kinko's of San Bernardino, Inc. is a corporation organized under and governed by the laws of the State of California;

(10) Kinko's of Thousand Oaks, Inc. is a corporation organized under and governed by the laws of the State of California;

(11) Oasis Copies, Inc. is a corporation organized under and governed by the laws of the State of California;

(12) Kinko's of Palm Beach, Inc. is a corporation organized under and governed by the laws of the State of Florida;

(13) Kinko's of Winter Park, Inc. is a corporation organized under and governed by the laws of the State of Florida;

(14) Kinko's of Massachusetts, Inc. is a corporation organized under and governed by the laws of the State of Massachusetts;

(15) Kinko's of Grand Rapids, Inc. is a corporation organized under and governed by the laws of the State of Michigan;

(16) Kinko's of New Hampshire, Inc. is a corporation organized under and governed by the laws of the State of New Hampshire;

(17) Kinko's of Ithaca, Inc. is a corporation organized under and governed by the laws of the State of New York;

(18) Kinko's of Long Island, Inc. is a corporation organized under and governed by the laws of the State of New York;

(19) Kinko's of Manhattan, Inc. is a corporation organized under and governed by the laws of the State of New York;

(20) Kinko's of Rochester, Inc. is a corporation organized under and governed by the laws of the State of New York;

(21) Kinko's of Syracuse, Inc. is a corporation organized under and governed by the laws of the State of New York;

(22) J & K Kinko's, Inc. is a corporation organized under and governed by the laws of the State of Ohio;

(23) Maverick Kinko's, Inc. is a corporation organized under and governed by the laws of the State of Tennessee;

(24) Kinko's of Southern Utah, Inc. is a corporation organized under and governed by the laws of the State of Utah;

(25) Inland Northwest Kinko's, Inc. is a corporation organized under and governed by the laws of the State of Washington; and

(26) Puget Sound Kinko's, Inc. is a corporation organized under and governed by the laws of the State of Washington;

WHEREAS, Kinko's Associates and each of the Disappearing Corporations have determined that it is advisable and in the best interests of such corporations and their stockholders that the Disappearing Corporations merge with and into Kinko's Associates upon the terms and conditions provided herein (the "Merger");

WHEREAS, pursuant to the laws of the above-mentioned states, the boards of directors of Kinko's Associates and each of the Disappearing Corporations have adopted and recommended this Agreement, and the shareholders of the same have approved it; and

WHEREAS, Kinko's New Master Corporation, a Delaware corporation and the parent of each of the constituent corporations, is the sole owner of all of the outstanding capital stock of Kinko's Associates and each of the Disappearing Corporations and has hereby consented to and approved the adoption of this Agreement.

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 Disappearing Corporations shall be merged with and into Kinko's Associates and the separate existence of each of the Disappearing Corporations shall thereupon cease. Kinko's Associates shall continue its corporate existence in the State of California as the surviving corporation after the Effective Date.
2. Articles of Incorporation. The Articles of Incorporation of Kinko's Associates, as in effect immediately prior to the Effective Date, shall continue to be the Articles 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 of the Disappearing Corporations outstanding immediately prior thereto shall automatically be cancelled, and no shares of the Surviving Corporation shall be issued in exchange therefor. The outstanding shares of the Surviving Corporation shall remain outstanding and shall not be affected by the Merger.
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 Disappearing Corporations, or otherwise to carry out the provisions of this Agreement, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of the each Disappearing Corporation and in its name to take such action and execute, deliver and file such instruments and documents.
5. Rights and Duties of Surviving Corporation. On the Effective Date, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and

permits (whether of a public or private nature) of the Disappearing Corporations; 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 the Disappearing Corporations shall continue and be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Disappearing Corporations.

6. Termination. At any time prior to the Effective Date, this Agreement may be terminated and the Merger abandoned at the election of the Board of Directors of the Surviving Corporation.

7. Special Requirements for the State of Ohio.

- A. Consent to Be Sued or Served in State. The Surviving Corporation consents to be sued and served with process in the State of Ohio in any proceedings to enforce any obligation of J & K Kinko's, Inc. and to enforce the right of a dissenting shareholder of J & K Kinko's, Inc.
- B. Agent for Service of Process; Address for Notice. The Surviving Corporation irrevocably appoints the Secretary of State in the State of Ohio as its agent to accept service of process in any proceeding in the State of Ohio. The address to which the Secretary of State shall mail notice of such process is the address set forth above as the principal office address of Kinko's Associates.
- C. Transaction of Business in State. The Surviving Corporation desires to and has previously qualified to transact business in the State of Ohio as a foreign corporation.

8. Special Requirements for the State of Massachusetts.

- A. Consent to Be Sued or Served in State. The Surviving Corporation consents to be sued and served with process in the State of Massachusetts in any proceedings to enforce any obligation of Kinko's of Massachusetts, Inc. and to enforce the right of a dissenting shareholder of Kinko's of Massachusetts, Inc.
- B. Agent for Service of Process; Address for Notice. The Surviving Corporation irrevocably appoints the Secretary of State in the State of Massachusetts as its agent to accept service of process in any proceeding in the State of Massachusetts. The address to which the Secretary of State shall mail notice of such process is the address set forth above as the principal office address of Kinko's Associates.
- C. Transaction of Business in State. The Surviving Corporation desires to and has previously qualified to transact business in the State of Massachusetts as a foreign corporation.


9. Special Requirements for the State of Michigan.

- A. Kinko's of Grand Rapids, Inc. has 65,000 shares of common stock outstanding, each holder thereof is entitled to vote.

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


KINKO'S ASSOCIATES, INC.,
a California corporation

By: 
Daniel R. Frederickson
President


By: 
Stuart B. Blake
Secretary


BAYVIEW KINKO'S, INC.,
a California corporation

By: 
Stuart B. Blake
President

By: 
Lynn Jones
Secretary

D & P, INC.,
a California corporation

By: 
Stuart B. Blake
President

By: 
Lynn Jones
Secretary

GREENLEAF GRAPHICS, INC.,
a California corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

INLAND NORTHWEST KINKO'S, INC.,
a Washington corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

J & K KINKO'S, INC.,
an Ohio corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF BAKERSFIELD, INC.,
a California corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF BEVERLY HILLS, INC.,
a California corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF GRAND RAPIDS, INC.,
a Michigan corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF ITHACA, INC.,
a New York corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF LONG ISLAND, INC.,
a New York corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF MANHATTAN, INC.,
a New York corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF MASSACHUSETTS, INC.,
a Massachusetts corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF MODESTO, INC.,
a California corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF NEW HAMPSHIRE, INC.,
a New Hampshire corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF OAKLAND, INC.,
a California corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF OJAI, INC.,
a California corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF PALM BEACH, INC.,
a Florida corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF ROCHESTER, INC.,
a New York corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF SAN BERNARDINO, INC.,
a California corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF SOUTHERN UTAH, INC.,
a Utah corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF SYRACUSE, INC.,
a New York corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF THOUSAND OAKS, INC.,
a California corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

KINKO'S OF WINTER PARK, INC.,
a Florida corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

MAVERICK KINKO'S, INC.,
a Tennessee corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

OASIS COPIES, INC.,
a California corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

AND

PUGET SOUND KINKO'S, INC.,
a Washington corporation

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Daniel R. Frederickson and Stuart B. Blake hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's Associates, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

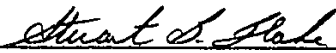
DATE: December 31, 1996

KINKO'S ASSOCIATES, INC.

By: _____


Daniel R. Frederickson
President

By: _____


Stuart B. Blake
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Bayview Kinko's, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 10,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

BAYVIEW KINKO'S, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of D & P, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 6,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

D & P, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Greenleaf Graphics, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

GREENLEAF GRAPHICS, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Inland Northwest Kinko's, Inc., a Washington corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 25,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

INLAND NORTHWEST KINKO'S, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of J & K Kinko's, Inc., an Ohio corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 600.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

J & K KINKO'S, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Bakersfield, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 98,040.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF BAKERSFIELD, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Beverly Hills, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 30,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF BEVERLY HILLS, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Grand Rapids, Inc., a Michigan corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 65,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF GRAND RAPIDS, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Ithaca, Inc., a New York corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 188.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF ITHACA, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Long Island, Inc., a New York corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 200.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF LONG ISLAND, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Manhattan, Inc., a New York corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 75.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF MANHATTAN, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Massachusetts, Inc., a Massachusetts corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 10,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF MASSACHUSETTS, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Modesto, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 10,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF MODESTO, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of New Hampshire, Inc., a New Hampshire corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 100,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF NEW HAMPSHIRE, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Oakland, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 10,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF OAKLAND, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Ojai, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 50,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF OJAI, INC.

By: _____

Stuart B. Blake
President

By: _____

Lynn Jones
President

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Palm Beach, Inc., a Florida corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 100,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF PALM BEACH, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Rochester, Inc., a New York corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 196.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF ROCHESTER, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of San Bernardino, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 10,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF SAN BERNARDINO, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Southern Utah, Inc., a Utah corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 100,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF SOUTHERN UTAH, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Syracuse, Inc., a New York corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 150.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF SYRACUSE, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Thousand Oaks, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 50,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF THOUSAND OAKS, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Kinko's of Winter Park, Inc., a Florida corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 50,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

KINKO'S OF WINTER PARK, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Maverick Kinko's, Inc., a Tennessee corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 750.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

MAVERICK KINKO'S, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Oasis Copies, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 10,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

OASIS COPIES, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

Stuart B. Blake and Lynn Jones hereby certify that:

1. They are the president and the secretary, respectively, of Puget Sound Kinko's, Inc., a Washington corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 50,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 31, 1996

PUGET SOUND KINKO'S, INC.

By: Stuart B. Blake
Stuart B. Blake
President

By: Lynn Jones
Lynn Jones
Secretary