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MERGER OR SHARE EXCHANGE

Corporate Express Office Products, Inc.

Certificate of Status	0
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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BISHOP OFFICE FURNITURE COMPANY, INC., a Florida corporation, 134344

into

CORPORATE EXPRESS OFFICE PRODUCTS, INC., a Delaware entity
F98000004669

File date: January 24, 2001

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER
OF
BISHOP OFFICE FURNITURE COMPANY, INC.,
a FLORIDA CORPORATION
INTO
CORPORATE EXPRESS OFFICE PRODUCTS, INC.,
a DELAWARE CORPORATION

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Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, BISHOP OFFICE FURNITURE COMPANY, INC., a Florida corporation ("Bishop") and CORPORATE EXPRESS OFFICE PRODUCTS, INC., a Delaware corporation ("Corporate Express"), adopt the following Articles of Merger for the purpose of merging Bishop with and into Corporate Express (the "Merger").

FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit "A."

SECOND: Shareholder approval of the Agreement and Plan of Merger by each of the constituent corporations was not required pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act.

THIRD: The date of adoption of the Agreement and Plan of Merger by the Board of Directors of Corporate Express was January 19, 2001.

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 24th day of January, 2001, and shall be effective as of the date that these Articles of Merger are filed with the Florida Secretary of State.

BISHOP OFFICE FURNITURE COMPANY, INC.,
a Florida corporation

By: 

Its:

Vice President, General Counsel
Thomas F. Callen

CORPORATE EXPRESS OFFICE PRODUCTS,
INC., a Delaware corporation

By: 

Its:

Vice President, General Counsel
Thomas F. Callen

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Exhibit "A"

AGREEMENT AND PLAN OF MERGER

BY AND BETWEEN

**BISHOP OFFICE FURNITURE COMPANY, INC.,
A FLORIDA CORPORATION**

AND

**CORPORATE EXPRESS OFFICE PRODUCTS, INC.,
A DELAWARE CORPORATION**

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of January 24, 2001 (the "Agreement"), by and between CORPORATE EXPRESS OFFICE PRODUCTS, INC., a Delaware corporation (the "Surviving Corporation"), and BISHOP OFFICE FURNITURE COMPANY, INC., a Florida corporation and a wholly-owned subsidiary of Surviving Corporation (the "Disappearing Corporation").

WITNESSETH

WHEREAS, the Surviving Corporation owns one hundred percent (100%) of the issued and outstanding capital stock of the Disappearing Corporation; and

WHEREAS, the sole director of the Surviving Corporation has approved and adopted this Agreement, which provides for the merger of the Disappearing Corporation with and into the Surviving Corporation (the "Merger") on the terms and conditions set forth herein and in accordance with the provisions of the Delaware General Corporation Law (the "DE Law") and the Florida Business Corporation Act (the "FL Act"); and

WHEREAS, Surviving Corporation and Disappearing Corporation desire to make certain representations and warranties and other agreements in connection with the Merger.

NOW, THEREFORE, in consideration of the premises and the respective mutual agreements, covenants, representations and warranties contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties to this Agreement agree as follows:

ARTICLE I THE MERGER

1.1 The Merger. In accordance with the provisions of this Agreement and the DE Law and the FL Act, at the Effective Date (as defined in Section 1.2), the Disappearing Corporation shall be merged with and into Surviving Corporation, the separate existence of the Disappearing Corporation shall thereupon cease, and Surviving Corporation shall be the surviving corporation in the Merger and shall continue its existence under the laws of the State of Delaware.

1.2 Effective Date of the Merger. The Merger was effected in the State of Delaware on February 24, 1998, when a Certificate of Merger (the "Certificate of Merger") was filed by Corporate Express of the South, Inc. (the predecessor of the Surviving Corporation) with the Department of State of the State of Delaware in accordance with Section 252 of the DE Law and will be effected in the State of Florida by filing Articles of Merger (the "Articles of Merger") with the Department of State of the State of Florida in accordance with Section 607.1105 of the FL Act. The effective date of the Merger in the State of Florida (the "Effective Date") shall be the date upon which the Articles of Merger shall have been filed with the Department of State of the State of Florida.

1.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation currently in effect, copies of which have been provided to all parties, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

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1.4 Cancellation of the Disappearing Corporation's Stock. At the Effective Date, by virtue of the Merger and without any action on the part of the sole stockholder of the Disappearing Corporation, each share of capital stock of Disappearing Corporation (the "Disappearing Common Stock") issued and outstanding shall be cancelled and no shares of capital stock of the Surviving Corporation shall be issued in respect thereof.

1.5 Surviving Corporation's Stock. At the Effective Date, by virtue of the Merger, there shall be no change in the issued and outstanding shares of capital stock of the Surviving Corporation.

ARTICLE II

REPRESENTATIONS OF THE SURVIVING CORPORATION

In order to induce the Disappearing Corporation to enter into this Agreement and to consummate the transactions contemplated by this Agreement, the Surviving Corporation represents and warrants to the Disappearing Corporation that the President of the Surviving Corporation is authorized to execute and deliver this Agreement and consummate the transactions contemplated hereby.

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ARTICLE III

REPRESENTATIONS OF THE DISAPPEARING CORPORATION

In order to induce the Surviving Corporation to enter into this Agreement and to consummate the transactions contemplated by this Agreement, the Disappearing Corporation represents and warrants to the Surviving Corporation the following:

3.1 Ownership of the Disappearing Common Stock. The Disappearing Common Stock consists of 3,003 shares of Class A Common Stock, par value \$1.00 per share, and 3,001 shares of Class B Common Stock, par value \$10.00 per share. Surviving Corporation is the sole record and beneficial owner of the Disappearing Common Stock, free and clear of all liens, claims and encumbrances, and the Disappearing Common Stock represents all of the issued and outstanding capital stock of the Disappearing Corporation. There is not outstanding any security, option, warrant, right, agreement, understanding or commitment of any kind entitling any person to acquire any of the capital stock of the Disappearing Corporation.

ARTICLE IV

MISCELLANEOUS

4.1 Headings. The headings contained in this Agreement are inserted for convenience of reference only and shall not affect the meaning or interpretation of this Agreement.

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4.2 Exhibits. All Exhibits referred to in this Agreement are deemed annexed hereto and made a part of this Agreement.

4.3 Assignment. This Agreement may not be assigned by any party hereto without the prior written consent of the other party.

4.4 Counterparts. This Agreement may be executed in any number of separate counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

4.5 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware to the fullest extent permitted by law, without regard to the application of conflict of law rules.

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IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first
above written.

SURVIVING CORPORATION:

CORPORATE EXPRESS OFFICE PRODUCTS, INC.,
a Delaware corporation

By: 

Its: Vice President General Counsel
Thomas F. Cullen

DISAPPEARING CORPORATION:

BISHOP OFFICE FURNITURE COMPANY, INC.,
a Florida corporation

By: 

Its: Vice President General Counsel
Thomas F. Cullen

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