

F98000005143

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TALLAHASSEE, FLORIDA

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SMITH

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MERGER OR SHARE EXCHANGE

Danka Holding Company

Certificate of Status	0
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Page Count	056
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Merger

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October 2, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DANKA HOLDING COMPANY
11101 ROOSEVELT BLVD.
ST. PETERSBURG, FL 33716

SUBJECT: DANKA HOLDING COMPANY
REF: F98000005143

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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RECEIVED
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DIVISION OF CORPORATIONS

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER
(PROFIT CORPORATIONS)**

FILED
06 SEP 29 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following **ARTICLES OF MERGER** are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

EFFECTIVE DATE
9-30-06

<u>Name of Entity</u>	<u>Jurisdiction</u>
Danka Holding Company	Delaware

Second: The name and jurisdiction of each merging corporation:

<u>Name of Entity</u>	<u>Jurisdiction</u>
American Business Credit Corporation	Florida
Danka Management II Company, Inc.	Florida
Herman Enterprises, Inc. Of South Florida	Florida
Quality Business, Inc.	Florida
Danka Management Company, Inc.	Florida

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

Fourth: The merger shall become effective on September 30, 2006.

Fifth: The Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation on September 29, 2006, and shareholder approval was not required.

Sixth: The Agreement and Plan of Merger was adopted by the board of directors and sole shareholder of each merging corporation on September 29, 2006.

[Signatures to Follow]

Articles of Merger to be Filed in the State of Florida

Executed on September 30, 2006

MERGING CORPORATIONS:

AMERICAN BUSINESS CREDIT CORPORATION, a
Florida corporation

By: [Signature]
Name: Keith J. Nelson
Title: Director / VP / Secy.

DANKA MANAGEMENT II COMPANY, INC., a
Florida corporation

By: [Signature]
Name: Keith J. Nelson
Title: Director / VP / Secy.

HERMAN ENTERPRISES, INC. OF SOUTH
FLORIDA, a Florida corporation

By: [Signature]
Name: Keith J. Nelson
Title: Director / VP / Secy.

QUALITY BUSINESS, INC., a Florida corporation

By: [Signature]
Name: Keith J. Nelson
Title: Director / VP / Secy.

DANKA MANAGEMENT COMPANY, INC., a Florida
corporation

By: [Signature]
Name: Keith J. Nelson
Title: Director / VP / Secy.

SURVIVING CORPORATION:

DANKA HOLDING COMPANY,
a Delaware corporation

By: [Signature]
Name: Keith J. Nelson
Title: Director / VP / Secy.

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

BETWEEN

AMERICAN BUSINESS CREDIT CORPORATION
(a Florida corporation)

and

DANKA MANAGEMENT II COMPANY, INC.
(a Florida corporation)

and

HERMAN ENTERPRISES, INC. OF SOUTH FLORIDA
(a Florida corporation)

and

QUALITY BUSINESS, INC.
(a Florida corporation)

and

DANKA MANAGEMENT COMPANY, INC.
(a Florida corporation)

INTO

DANKA HOLDING COMPANY
(a Delaware corporation)

Danka Holding Company, a Delaware corporation, and American Business Credit Corporation, a Florida corporation, Danka Management II Company, Inc., a Florida corporation, Herman Enterprises, Inc. of South Florida, a Florida corporation, Quality Business, Inc., a Florida corporation, and Danka Management Company, Inc., a Florida corporation, hereby adopt the following Agreement and Plan of Merger, dated as of September 30, 2006.

1. The name of each corporation planning to merge is:
 - i) The name of the surviving corporation is Danka Holding Company, a Delaware corporation (the "Surviving Corporation"); and
 - ii) The names of the merging corporations are American Business Credit Corporation, a Florida corporation ("ABC"), Danka Management II Company, Inc., a Florida corporation ("DMII"), Herman Enterprises, Inc. of South Florida, a Florida corporation ("Herman"), Quality Business, Inc., a Florida corporation ("QB") and Danka Management Company, Inc., a Florida corporation ("DMC", and together with ABC, DMII, Herman, and QB, collectively, the "Subsidiaries").
2. The effective date of the merger shall be September 30, 2006 (the "Effective Date").
3. The general terms and conditions of the merger are as follows:

As of the Effective Date, the separate existence of the Subsidiaries shall cease and the Surviving Corporation shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Subsidiaries. The Surviving Corporation shall thereafter be

responsible and liable for all obligations of the Subsidiaries, and neither the rights of the creditors nor any liens on the property of the Subsidiaries shall be impaired by the merger.

4. The manner and basis of converting the shares of each of the Subsidiaries into shares of the Surviving Corporation, and the manner and basis of converting rights to acquire shares of each of the Subsidiaries into rights to acquire shares of the Surviving Corporation are as follows:

As of the Effective Date, by virtue of the merger and without any further action on the part of the Subsidiaries, each issued and outstanding share of common stock of the Subsidiaries outstanding immediately prior to the Effective Date shall be cancelled and extinguished and cease to exist.

As of the Effective Date, by virtue of the merger and without any further action on the part of the Surviving Corporation, each issued and outstanding share of common stock of the Surviving Corporation outstanding immediately prior to the Effective Date shall remain issued and outstanding.

As of the Effective Date, no rights exist to acquire shares of any of the Subsidiaries.

5. The articles of incorporation and bylaws of the Surviving Corporation, as in effect as of the Effective Date of the merger, shall continue in full force and effect until changed, altered, or amended as therein provided.

6. The Boards of Directors of each corporation to the merger may amend the Agreement and Plan of Merger at any time prior to the filing of the Articles of Merger.