

G61856



**THE UNITED STATES
CORPORATION**
COMPANY

97 NOV -5 PM 4: 09

DIVISION OF CORPORATION
ACCOUNT NO. : 072100000032

REFERENCE : 591068 4331939

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 122.50

ORDER DATE : November 5, 1997

ORDER TIME : 3:23 PM

ORDER NO. : 591068-005

800002339628--8

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant
Greenberg Traurig Hoffman
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

ARTICLES OF MERGER

PC ACQUISITION CORP.

INTO

MICRORETAILING, INC.

FILED
97 NOV -5 PM 4: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

11/13
For merger
C.C.

ARTICLES OF MERGER
Merger Sheet

MERGING:

PC ACQUISITION CORP., a Florida corporation, P97000090488

INTO

MICRORETAILING, INC., a Florida corporation, G61856

File date: November 5, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

RECEIVED

97 NOV 13 PM 2:43



FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

97 NOV 5 PM 4:14

DIVISION OF CORPORATION

November 5, 1997

CSC
CARINA
TALLAHASSEE, FL

SUBJECT: MICRORETAILING, INC.
Ref. Number: G61856

RESUBMIT

Please give original
submission date as file date.

We have received your document for MICRORETAILING, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

OK ✓ The document must have original signatures.

*
*
Number three of the Plan of Merger states that the Articles of Incorporation of the Merging Corporation shall become the Articles of Incorporation of the Surviving Corporation --- if this is the case you must attached Restated Articles of Incorporation for the Surviving Corporation. Please note that when restating the articles of the Surviving Corporation the incorporator can not be changed, and if the registered agent is changed, you must include an acceptance by the new registered agent.

OK *
Number five of the document states that the directors and officers of the Merging Corporation shall become the directors and officers of the Surviving Corporation -- if this is the case you must list the new officers and directors with addresses in the Plan or on an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 397A00053744

*
Persons
named
were not
the incorporators of
this entity.
New R.A.
must sign.

* Corrections not made. Now they are Ready

ARTICLES OF MERGER
OF
PC ACQUISITION CORP.,
A FLORIDA CORPORATION
INTO
MICRORETAILING, INC.,
A FLORIDA CORPORATION

FILED

97 NOV -5 PM 4:19

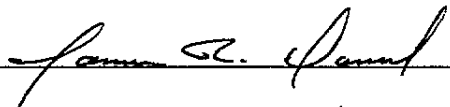
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

- FIRST:** The merger shall be effected pursuant to the terms of the Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A.
- SECOND:** The effective date of the merger is November 5, 1997.
- THIRD:** As to each corporation, the number of votes cast for the Plan of Merger by each voting group entitled to vote thereon was sufficient for approval by that voting group.
- FOURTH:** The Plan of Merger was adopted by the sole shareholder and the Board of Directors of PC Acquisition Corp., a Florida corporation (the "Merging Corporation"), on the 5th day of November, 1997, and was adopted by all of the shareholders and the Board of Directors of Microretailing, Inc., a Florida corporation (the "Surviving Corporation"), on the 5th day of November, 1997.

IN WITNESS WHEREOF, the parties to the merger have caused these Articles of Merger to be executed in their respective corporate names by their duly authorized officers as of November 5, 1997.

PC ACQUISITION CORP.

By: 
JAMES R. DAINEL
[print name]
Its: TREASURER

MICRORETAILING, INC.

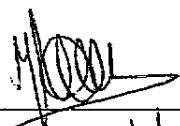
By: 
JOHN HASSAN
[print name]
Its: PRESIDENT

Exhibit A

PLAN OF MERGER

This plan of merger ("Plan of Merger") sets forth in summary form the terms and conditions for the merger (the "Merger") of **MICRORETAILING, INC.**, a business corporation organized under the laws of the State of Florida (the "Surviving Corporation"), with and into **PC ACQUISITION CORP.**, a business corporation organized under the laws of the State of Florida (the "Merging Corporation"). This Plan of Merger does not amend, restate, or otherwise serve as a substitute for, but is to be read in conjunction with and is hereby made a part of, that certain Agreement and Plan of Reorganization, dated November 5, 1997, by and among MICROAGE, INC., a Delaware corporation, PC ACQUISITION CORP., a Florida corporation, MICRORETAILING, INC., a Florida corporation, and the SHAREHOLDERS of MICRORETAILING, INC (the "Agreement"). To the extent that any language or provision in this Plan of Merger is in conflict with any language or provision in the Agreement, the language or provision in the Agreement will be controlling.

1. The Merger: Effects of the Merger. On the Effective Date (as defined below), the Surviving Corporation and the Merging Corporation, shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Microretailing, Inc., which shall continue to exist as said Surviving Corporation under the name of Microretailing, Inc., pursuant to the provisions of the Florida Business Corporation Act. The separate existence of the Merging Corporation will cease on the Effective Date in accordance with the provisions of the Florida Business Corporation Act.

2. Effective Date of the Merger. The Merger will be effective on and after the date of filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

3. Articles of Incorporation. The Articles of Incorporation of the Merging Corporation shall become the Articles of Incorporation of the Surviving Corporation after the Effective Date with no changes, except that the name of the Surviving Corporation shall be Microretailing, Inc.

4. Bylaws. The Bylaws of the Merging Corporation shall become the Bylaws of the Surviving Corporation after the Effective Date with no changes, except that the name of the Surviving Corporation shall be Microretailing, Inc.

5. Directors and Officers. The directors and officers in office of the Merging Corporation at the Effective Date shall become the directors and officers of the Surviving Corporation after the Effective Date, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

6. Disposition of Stock of Corporations. Each share of the common stock, \$1.00 par value, of the Surviving Corporation issued and outstanding immediately prior to the Effective Date (other than treasury shares which shall, by virtue of the Merger and without any action on the part of any party, be canceled and cease to exist) will, on and as of the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof or any other person, be converted into fully paid and nonassessable shares of the common stock, \$.01 par value, of MicroAge, Inc., a Delaware corporation and parent company of the Merging Corporation, according to the terms and conditions set forth in the Agreement. Each share of common stock of the Merging Corporation will be deemed converted into one share of common stock of the Surviving Corporation, according to the terms and conditions set forth in the Agreement. Certificates representing shares of stock of the Merging Corporation may, but need not, be exchanged on or after the Effective Date for one or more new certificates representing the number of shares of the Surviving Corporation into which such shares of the Merging Corporation are deemed converted, and bearing the name of the Surviving Corporation.

7. Shareholder Approval. The Plan of Merger herein made and approved shall be submitted to the shareholder of the Merging Corporation and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

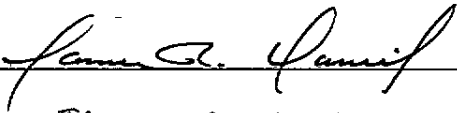
8. Further Assurances. If at any time after the Effective Date, the Surviving Corporation deems it necessary or advisable that any further assignments or assurances in law are required to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, title to, and possession of, any property or right of the Merging Corporation acquired or to be acquired as a result of the Merger, the Merging Corporation and its proper officers and directors immediately prior to effectuation of the Merger shall execute and deliver any deed, assignment, or other document and take any such other action as may be requested by the Surviving Corporation and such proper officers and directors are fully authorized in the name and on behalf of the Merging Corporation or otherwise to take any and all such action.

9. Directors and Officers Authority. The Board of Directors and the proper officers of the Merging Corporation and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

10. Headings. The headings in this Plan of Merger are inserted for convenience only and shall not constitute a part hereof.

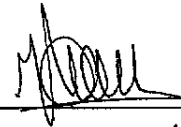
IN WITNESS WHEREOF, the parties to the merger have caused this Plan of Merger to be executed in their respective corporate names by their duly authorized officers as of November 5, 1997.

PC ACQUISITION CORP.

By: 
JAMES R. DANIEL
[print name]

Its: — TREASURER

MICRORETAILING, INC.

By: 
JOHN HASSAW
[print name]

Its: PRESIDENT

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MICRORETAILING, INC.**

ARTICLE ONE

The corporate name that satisfies the requirements of Section 607.0401 is: Microretailing, Inc.

ARTICLE TWO

The street address of the principal office of the Corporation and its mailing address is: 2400 South MicroAge Way, Tempe, Arizona 85282-1896.

ARTICLE THREE

The aggregate number of shares of all classes of stock which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value of One Dollar and No Cents (\$1.00) per share.

**EXHIBIT TO
ITEM 5 OF
PLAN OF MERGER
OF
PC ACQUISITION CORP.
INTO
MICRORETAILING, INC.**

Officers:

Jeffrey D. McKeever 2400 South MicroAge Way Tempe, Arizona 85282-1896	Chairman of the Board
John S. Lewis 2400 South MicroAge Way Tempe, Arizona 85282-1896	Secretary
Jeffrey M. Swanson 2400 South MicroAge Way Tempe, Arizona 85282-1896	President
James R. Daniel 2400 South MicroAge Way Tempe, Arizona 85282-1896	Treasurer
Alan R. Lyons 2400 South MicroAge Way Tempe, Arizona 85282-1896	Vice President - Administration
Linda C. Furse 2400 South MicroAge Way Tempe, Arizona 85282-1896	Vice President - Sales
James H. Domaz 2400 South MicroAge Way Tempe, Arizona 85282-1896	Corporate Counsel and Assistant Secretary
Raymond L. Storck 2400 South MicroAge Way Tempe, Arizona 85282-1896	Assistant Treasurer

Directors:

Jeffrey D. McKeever
2400 South MicroAge Way
Tempe, Arizona 85282-1896

John S. Lewis
2400 South MicroAge Way
Tempe, Arizona 85282-1896