

Division of Corporations

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H 12763

Florida Department of State
Division of Corporations
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EFFECTIVE DATE
12-31-05

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MERGER OR SHARE EXCHANGE

Wilco Reprographics, Inc.

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ARTICLES OF MERGER

(Profit Corporations)

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
12-31-05

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(if known/ applicable)</small>
<u>Wilco Reprographics, Inc.</u>	<u>Delaware</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(if known/ applicable)</small>
<u>Tampa Reprographics & Supply Company</u>	<u>Florida</u>	<u>H12763</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 30, 2005

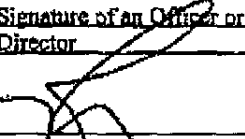

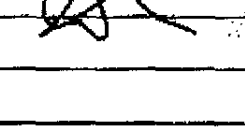
The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 30, 2005

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Tampa Reprographics & Supply Company,		Mark W. Legg, Chief Financial Officer
a Florida Corporation		
Wilco Reprographics, Inc., a Delaware		Mark W. Legg, Chief Financial Officer
corporation		

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Wilco Reprographics, Inc.</u>	<u>Delaware</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Tampa Reprographics & Supply Company</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

As of December 31, 2005, the outstanding shares of Tampa Reprographics & Supply Company ("Tampa") shall be cancelled and no shares of Wilco Reprographics, Inc. ("Wilco") shall be issued in exchange therefor. As of December 31, 2005, the outstanding shares of the Wilco shall remain outstanding and are not affected by the merger. The Articles of Incorporation and Bylaws of Wilco that are in effect on December 31, 2005 shall continue in full force and effect and unchanged as the Articles of Incorporation and Bylaws of Wilco following the merger. Tampa shall from time to time, as and when requested by Wilco, execute and deliver all such documents and instruments and take all such actions necessary or desirable to evidence and carry out the merger. Wilco shall assume all tax and other liabilities of Tampa as of December 31, 2005. The effect of the merger is as prescribed by Delaware law.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
The Articles of Incorporation and Bylaws of Wilco that are in effect on December 31, 2005 shall continue in full force and effect and unchanged as the Articles of Incorporation and Bylaws of Wilco following the merger.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: