

# H76404

## NEIMARK & NADEL

PROFESSIONAL ASSOCIATION

SUITE 420  
800 CORPORATE DRIVE  
FORT LAUDERDALE, FLORIDA 33334

TELEPHONE (954) 493-8000  
TELEFAX (954) 493-6505

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JUL -5 PM 3:58

July 2, 2002

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL

400006236334--2  
-07/08/02--01010--019  
\*\*\*\*113.75 \*\*\*\*113.75

Re: NBH Enterprises, Inc. and  
Associated Printing Corporation  
Our File No.: 2079-001-CC

Dear Sir or Madam:

With respect to the above-named corporation, enclosed please find original and one copy of the following documents:

1. Articles of Merger
2. Plan of Merger
3. Articles of Amendment

Also enclosed is our check in the amount of \$113.75 to cover the costs for filing.  
Further, please note that \$8.75, inclusive in the check, is to cover costs for the Certificate of Status.

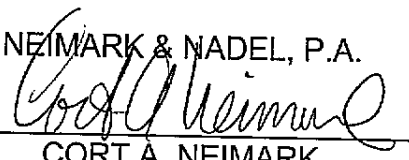
Please return true copies of all documents to this office showing that they have been received and filed and return to this office in the enclosed self-addressed, stamped provided herein.

Thank you for your cooperation.

Very truly yours,

NEIMARK & NADEL, P.A.

By:

  
CORT A. NEIMARK

CAN:lsc  
Enclosures (as stated)  
Cc: Client

*Morgan & N/c*

V SHEPARD JUL 16 2002

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ASSOCIATED PRINTING CORPORATION, a Florida corporation, K39668

INTO

NBH ENTERPRISES, INC. which changed its name to

**SYNERGY PRINTING AND GRAPHICS, INC.**, a Florida entity, H76404

File date: July 5, 2002

Corporate Specialist: Velma Shepard

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JUL -5 PM 3:58

ARTICLES OF MERGER  
OF  
NBH ENTERPRISES, INC., a Florida Corporation, d/b/a GALLERIA PRESS  
with  
ASSOCIATED PRINTING CORPORATION, a Florida Corporation

ARTICLES OF MERGER between NBH ENTERPRISES, INC., a Florida corporation, d/b/a GALLERIA PRESS ("NBH ENTERPRISES") and ASSOCIATED PRINTING CORPORATION, a Florida corporation ("ASSOCIATED").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), NBH ENTERPRISES and ASSOCIATED adopt the following Articles of Merger.

1. The Plan of Merger dated May 31, 2002 ("Plan of Merger"), between NBH ENTERPRISES and ASSOCIATED was approved and adopted by the shareholders of NBH ENTERPRISES on May 31, 2002 and was adopted by the shareholders of ASSOCIATED on May 31, 2002.

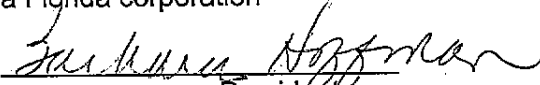
2. Under the Plan of Merger, all issued and outstanding shares of ASSOCIATED's stock will be acquired by means of a merger of ASSOCIATED into NBH ENTERPRISES with NBH ENTERPRISES the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

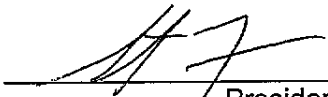
IN WITNESS WHEREOF, the parties have set their hands and seals on this 31<sup>st</sup> day of May, 2002

ATTEST:  
NBH ENTERPRISES, INC.,  
a Florida corporation

  
\_\_\_\_\_  
Barbara Hoffman  
President

(Corporate Seal)

ATTEST:  
ASSOCIATED PRINTING CORPORATION,  
a Florida corporation

  
\_\_\_\_\_  
Steven Zenker  
President

(Corporate Seal)

## PLAN OF MERGER

Merger between NBH ENTERPRISES, INC., (the "Surviving Corp.") and ASSOCIATED PRINTING CORPORATION, (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation, which shall take effect on the Effective Date, are as follows:

Article I is amended to provide that the name of the corporation shall be: SYNERGY PRINTING AND GRAPHICS, INC.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will be issued. Former holders of Disappearing Corp. stock will receive some fractional shares of Surviving Corp.'s stock on the Effective Date.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of

Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

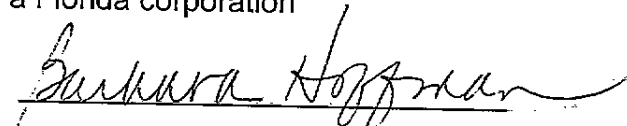
9. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

Adopted this 31<sup>st</sup> day of May 2002.

(Corporate Seal)


ATTEST:

NBH ENTERPRISES, INC.,  
a Florida corporation

  
\_\_\_\_\_  
President

ATTEST:

ASSOCIATED PRINTING CORP.,  
a Florida corporation

  
\_\_\_\_\_  
President

(Corporate Seal)