

J59984

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 18, 2006

Department of State
Division of Corporations
P.O. Box 6478
Tallahassee, Florida 32314

Re: The Printing Depot, Inc., Document No. J59984
Copy Quick, Inc., Document J38935
Articles and Plan of Merger

Ladies and Gentlemen:

Enclosed are the original and one copy of the Articles and Plan of Merger, and my check for \$78.75. Please file the Articles and Plan, issue a certified copy, and return the certified copy to me.

Please contact me if you have any questions, or comments. Thank you for your time and cooperation.

Best regards,

J. Marshall Fry

Enclosures

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ARTICLES OF MERGER

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:

THE PRINTING DEPOT, INC., a Florida Corporation; Document Number J59984.

SECOND: The name and jurisdiction of each **merging** corporation:

THE PRINTING DEPOT, INC., a Florida Corporation; Document Number J59984.

COPY QUICK, INC., a Florida Corporation; Document Number J38935.

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the later of the date the Articles of Merger are filed with the Florida Department of State, or January 2, 2006.

FIFTH Adoption of Merger by **surviving** corporation:

The Plan of Merger was adopted by the shareholders and board of directors of the surviving corporation on December 30, 2005.

SIXTH: Adoption of Merger by **merging** corporation(s):

The Plan of Merger was adopted by the shareholders and board of directors of each of the merging corporation(s) on December 30, 2005.

The Printing Depot, Inc.

Copy Quick, Inc.

By: Douglas A. Hunt
Douglas A. Hunt
Director, President, & Sole Shareholder

By: Douglas A. Hunt
Douglas A. Hunt
Director, President, & Sole Shareholder

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

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:

THE PRINTING DEPOT, INC., a Florida Corporation; Document Number J59984.

SECOND: The name and jurisdiction of each merging corporation:

THE PRINTING DEPOT, INC., a Florida Corporation; Document Number J59984

COPY QUICK, INC., a Florida Corporation; Document Number J38935

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

1. At the Effective Time, as hereafter defined, COPY QUICK, INC. ("COPY QUICK"), shall be merged with and into THE PRINTING DEPOT, INC. ("PRINTING DEPOT"), and PRINTING DEPOT shall be the surviving corporation of the Merger (the "SURVIVING CORPORATION"). The Merger shall become effective upon the later of the date when a duly executed copy of this Plan of Merger, along with the Articles of Merger and all required officers' certificates, is filed with the Secretary of State of the State of Florida, or January 2, 2006 (the "EFFECTIVE TIME").

2. At the Effective Time, the separate corporate existence of COPY QUICK shall cease; the corporate identity, existence, powers, rights and immunities of PRINTING DEPOT as the Surviving Corporation shall continue unimpaired by the Merger; and PRINTING DEPOT shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of COPY QUICK, all without further act or deed.

3. At the Effective Time, the directors of PRINTING DEPOT shall be and become the directors of the Surviving Corporation, and the officers of PRINTING DEPOT shall be and become the officers (holding the same offices) of the Surviving Corporation, and after the Effective Time shall serve in accordance with the Certificate and Bylaws of the Surviving Corporation.

4. At the Effective Time, all rights, obligations, and tangible and intangible assets of COPY QUICK shall become the rights, obligations, and tangible and intangible assets of PRINTING DEPOT & Copy Center, Inc., without reversion or impairment. Any claim existing or action or proceeding pending by or against either COPY QUICK or PRINTING DEPOT may be continued as if the merger did not occur, or PRINTING DEPOT may be substituted in the proceeding. Neither the rights of creditors to any corporation party to the merger, nor any liens upon the property of any corporation party to the merger, shall be impaired by the merger.

5. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of COPY QUICK such deeds, assignments and other instruments, and there shall be taken or caused to be taken by it all such further action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of COPY QUICK, and otherwise to carry out the purposes of this Merger. The officers and directors of the Surviving Corporation are fully authorized in the name of and on behalf of COPY QUICK, or otherwise, to take any and all such actions and to execute and deliver any and all such deeds and other instruments as may be necessary or appropriate to accomplish the foregoing.

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:

1. At the Effective Time, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each share of COPY QUICK Common Stock issued and outstanding immediately prior thereto shall be converted into one fully paid and nonassessable share of PRINTING DEPOT. Shares of PRINTING DEPOT Common Stock issued in the Merger upon conversion of shares of COPY QUICK Common Stock, shall, by virtue of the Merger, continue to be subject to the same contractual restrictions on transfer, rights of repurchase, vesting and other provisions, if any, to the same extent as were applicable immediately prior to the Effective Time to the shares of COPY QUICK common Stock so converted, as well as subject to the same contractual restrictions on transfer, rights of repurchase, vesting and other provisions, if any, as were applicable immediately prior to the Effective Time to the shares of PRINTING DEPOT's then issued common Stock. Shares of PRINTING DEPOT Common Stock outstanding immediately prior to the Effective Time of the Merger shall continue to be subject to the same contractual restrictions on transfer, rights of repurchase, vesting and other provisions, if any, that were applicable immediately prior to the Effective Time.

2. At the Effective Time, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, all of the previously issued and outstanding shares of PRINTING DEPOT Common Stock that were issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding. Shares of PRINTING DEPOT Common Stock outstanding immediately prior to the Effective Time of the Merger shall continue to be subject to the same contractual restrictions on transfer, rights of repurchase, vesting and other provisions, if any, that were applicable immediately prior to the Effective Time.

3. At and after the Effective Time, all of the outstanding certificates that, prior to that date, represented shares of COPY QUICK Common Stock shall be deemed for all purposes

to evidence ownership of and to represent the number of shares of PRINTING DEPOT Common Stock into which such shares of COPY QUICK Common Stock are converted as provided herein. The registered owner on the books and records of COPY QUICK of any such outstanding stock certificate for COPY QUICK Common Stock shall, until such certificate is surrendered for transfer or otherwise accounted for to PRINTING DEPOT or its transfer agent, be entitled to exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the shares of PRINTING DEPOT Common Stock evidenced by such outstanding certificate as provided above.

4. No fractional shares of PRINTING DEPOT Common Stock will be issued in connection with the Merger.

FIFTH: The Plan of Merger was adopted by the shareholders and board of directors of the surviving corporation on December 30, 2005.

SIXTH: The Plan of Merger was adopted by the shareholders and board of directors of each of the merging corporation(s) on December 30, 2005.

The Printing Depot, Inc.

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