

K98139

**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**BLUMBERGEXCELSIOR, INC., a Florida corporation, K98129  
BLUMBERGEXCELSIOR NO. 8, INC., a New York corporation not qualified in  
Florida**

**INTO**

**BLUMBERGEXCELSIOR GRAPHICS, INC., corporation not qualified in Florida.**

**File date: December 13, 1996, effective December 31, 1996**

**Corporate Specialist: Linda Stitt**

DEC-13 96 11:34 FROM:XL CO

RESE

12-431

TO:FLA INC

PAGE:02

.12/12/96  
9:05 AM

FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
075350000353

ACCT#:

CONTACT: CATHY LEACH  
PHONE: (212)431-5000  
(212)431-1441

FAX #:

NAME: BLUMBERGEXCELSIOR GRAPHICS, INC.

AUDIT NUMBER.....H96000017421

DOC TYPE.....MERGER OR SHARE EXCHANGE

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4-922-3709 12/13/98 09:18 Fl. Dept. of State p1 /1



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

December 13, 1996

**BLUMBERGEXCELSIOR, INC.**  
**62 WHITE ST**  
**NEW YORK, NY 1001308**

**SUBJECT: BLUMBERGEXCELSIOR, INC.**  
**REF: K98139**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Articles of Merger for a Florida profit corporation are filed pursuant to section 607.1105, Florida statutes. Please correct your document.

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 (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: 896000017421  
Letter Number: 896A00055741

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ARTICLES OF MERGER

OF

**BLUMBERGEXCELSIOR NO. 8 INC.**  
(New York)

AND

**BLUMBERGEXCELSIOR, INC.**  
(Florida)

INTO

**BLUMBERGEXCELSIOR GRAPHICS, INC.**  
(New York)

Pursuant to the Florida Business Corporation Act

We, the undersigned, **Robert H. Blumberg** and **Sol Blumenstock**, being the President and the Secretary, respectively, of **BLUMBERGEXCELSIOR NO. 8 INC.**, a corporation organized under the laws of the State of New York, AND **Robert H. Blumberg** and **Sol Blumenstock**, being the President and the Secretary, respectively, of **BLUMBERGEXCELSIOR GRAPHICS, INC.**, a corporation organized under the laws of the State of New York, AND **Robert H. Blumberg** and **Sol Blumenstock**, being the President and the Secretary, respectively, of **BLUMBERGEXCELSIOR, INC.**, a corporation organized under the laws of the State of Florida, hereby certify:

- (1) The plan of merger was adopted by the board of directors of each constituent corporation and is annexed hereto.
- (2) The plan of merger was adopted by the board of directors of **BLUMBERGEXCELSIOR NO. 8 INC.** on the 6th day of December, 1996.

The plan of merger was adopted by the board of directors of **BLUMBERGEXCELSIOR GRAPHICS, INC.** on the 6th day of December, 1996.

The plan of merger was adopted by the board of directors of **BLUMBERGEXCELSIOR, INC.** on the 6th day of December, 1996.

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New York, NY 10013  
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- (3) The plan of merger was adopted by **BLUMBERGEXCELSIOR GRAPHICS, INC.**, the corporation surviving the merger, by action of its board of directors and without a vote of its shareholders pursuant to Section 607.1105 of the Florida Business Corporation Act.
- (4) **BLUMBERGEXCELSIOR GRAPHICS, INC.**, the foreign surviving corporation, agrees that it will promptly pay to the dissenting shareholders of the domestic corporation, **BLUMBERGEXCELSIOR, INC.**, the amount, if any, to which they shall be entitled under the provision of Chapter 607 with respect to dissenting shareholders.
- (5) The effective date of this merger is December 31, 1996.

IN WITNESS WHEREOF, the undersigned hereby affirm that the statements contained herein are true under penalties of perjury.

Dated: 12/6/96

Corp: **BLUMBERGEXCELSIOR GRAPHICS, INC.**

  
Robert H. Blumberg  
President

  
Sol Blumenstock  
Secretary

IN WITNESS WHEREOF, the undersigned hereby affirm that the statements contained herein are true under penalties of perjury.

Dated: 12/6/96

Corp: **BLUMBERGEXCELSIOR NO. 8 INC.**

  
Robert H. Blumberg  
President

  
Sol Blumenstock  
Secretary

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IN WITNESS WHEREOF, the undersigned hereby affirm that the statements contained herein are true under penalties of perjury.

Dated: 12/6/96

Corp: **BLUMBERGEXCELSIOR, INC.**

  
**Robert H. Blumberg**  
President

  
**Sal Blumenstock**  
Secretary

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PLAN OF MERGER  
OF  
BLUMBERGEXCELSIOR NO. 8 INC.  
(New York)  
AND  
BLUMBERGEXCELSIOR, INC.  
(Florida)  
INTO  
BLUMBERGEXCELSIOR GRAPHICS, INC.  
(New York)

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Pursuant to Section 607.1105 of the Florida Business Corporation Act

The undersigned, Robert H. Blumberg, being the sole Director and sole shareholder of **BLUMBERGEXCELSIOR NO. 8 INC.**, a corporation organized under the laws of the State of New York, AND Robert H. Blumberg, being the sole Director and sole shareholder of **BLUMBERGEXCELSIOR, INC.**, a corporation organized under the laws of the State of Florida AND Robert H. Blumberg, being the sole Director and sole shareholder of **BLUMBERGEXCELSIOR GRAPHICS, INC.**, a corporation organized under the laws of the State of New York, hereby resolves and adopts the following plan of merger:

**RESOLVED:**

1. The Board of Directors of each constituent corporation, by unanimous consent, has approved the plan of merger.
2. **BLUMBERGEXCELSIOR NO. 8, INC.**, a corporation organized under the laws of the State of New York and **BLUMBERGEXCELSIOR, INC.**, a corporation organized under the laws of the State of Florida shall merge into **BLUMBERGEXCELSIOR GRAPHICS, INC.**, the surviving corporation organized under the laws of the State of New York.
3. All shares shall be converted based upon their book value as of December 28, 1996 and all rights, obligations and other securities of the constituent corporations shall be assumed by the surviving corporation and shall remain unchanged.

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4. The merger shall become effective on December 31, 1996.

IN WITNESS WHEREOF, the undersigned hereby affirm that the statements contained herein are true under penalties of perjury.

Dated: 12/6/96

Corp: **BLUMBERGEXCELSIOR GRAPHICS, INC.**

  
Robert H. Blumberg  
President

  
Sol Blumenstock  
Secretary

IN WITNESS WHEREOF, the undersigned hereby affirm that the statements contained herein are true under penalties of perjury.

Dated: 12/6/96

Corp: **BLUMBERGEXCELSIOR NO. 8 INC.**

  
Robert H. Blumberg  
President

  
Sol Blumenstock  
Secretary

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IN WITNESS WHEREOF, the undersigned hereby affirm that the statements contained herein are true under penalties of perjury.

Dated: 12/2/96

Corp:

**BLUMBERGEXCELSIOR, INC.**

  
Robert H. Blumberg  
President

  
Sol Blumenstock  
Secretary

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