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BK

MERGER OR SHARE EXCHANGE

ROBERTSON PRINTING COMPANY, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$140.00

95
35

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE FRANKLIN PRESS, INC. (S03731), a Florida corporation
TRADE LITHO, INC. (P00000020105), a Florida corporation

INTO

ROBERTSON PRINTING COMPANY, LLC which changed its name to
FRANKLIN/TRADE GRAPHICS, LLC, a Florida entity, L02000017925

File date: July 29, 2002

Corporate Specialist: Buck Kohr

FILED
02 JUL 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

These Articles of Merger are submitted in accordance with Sections 607.1109 and 608.4382, Florida statutes (2002).

FIRST:

The exact name, street address of its principal office, jurisdiction and entity type for each merging party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
The Franklin Press, Inc. 928 S.W. 10 th Street Miami, Florida 33130 Florida Document No.: S03731 FEIN: 650219339	Florida	Corporation

Trade Lirho, Inc. 928 S.W. 10 th Street Miami, Florida 33130 Florida Document No.: P00000020105 FEIN: 591524596	Florida	Corporation
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SECOND:

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Robertson Printing Company, LLC 928 S.W. 10 th Street Miami, Florida 33130 Florida Document No.: L02000017925 FEIN: 113642730	Florida	Limited Liability Company

THIRD:

Upon the effective date of this merger, the name of the surviving party shall be changed to Franklin/Trade Graphics, LLC.

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FOURTH:

Attached hereto as Exhibit "A" is the Agreement and Plan of Merger (the "Plan of Merger") between The Franklin Press, Inc., a Florida corporation ("Franklin Press"), Trade Litho, Inc., a Florida corporation ("Trade Litho"), and along with Franklin Press, the "Merged Corporations") and Robertson Printing Company, LLC, a Florida limited liability company (the "Survivor").

FIFTH:

The Plan of Merger was approved unanimously by all of the directors and shareholders of the Merged Corporations in accordance with the applicable provisions of Chapter 607, Florida Statutes (Florida Business Corporation Act) and by all of the members of the Survivor in accordance with the applicable provisions of Chapter 608, Florida Statutes (Florida Limited Liability Company Act).

SIXTH:

The merger that is the subject hereof is permitted under the laws of the State of Florida and is not prohibited by the Operating Agreement or the Articles of Organization of the Survivor.

SEVENTH:

The effective date of the merger shall be concurrent with the date of the filing of these Articles of Merger.

EIGHTH:

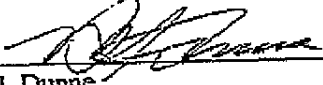
These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

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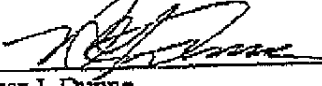
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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of July 29, 2002.

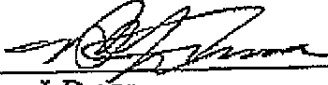
THE FRANKLIN PRESS, INC.,
A Florida corporation


By: Peter J. Dunne
Its: President

TRADE LITHO, INC.,
A Florida corporation


By: Peter J. Dunne
Its: President

ROBERTSON PRINTING COMPANY, LLC, now to be known as FRANKLIN
TRADE GRAPHICS, LLC, a Florida limited liability company


By: Peter J. Dunne
Its: President and Member

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TALLAHASSEE, FLORIDA

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is adopted as of July 29, 2002, by and among **THE FRANKLIN PRESS, INC.**, a Florida corporation ("Franklin Press"), **TRADE LITHO, INC.**, a Florida corporation ("Trade Litho"), and along with Franklin Press, the "Merged Entities" and **ROBERTSON PRENTING COMPANY, LLC**, a Florida limited liability company (the "Survivor").

RECITALS

The board of directors and shareholders of the Merged Entities and the members of the Survivor have determined that it is advisable and in the best interests of the Merged Entities and the Survivor and their respective owners that the Merged Entities be merged (the "Merger") with and into the Survivor on the terms and subject to the conditions set forth herein.

ARTICLE I
THE MERGER

At the Effective Time (as defined in Article VI hereof), the Merged Entities shall be merged with and into the Survivor in accordance with the Florida Limited Liability Company Act (the "Act") and the separate existence of the Merged Entities shall cease and the Survivor shall thereafter continue as the surviving limited liability company under the laws of the State of Florida.

ARTICLE II
THE SURVIVING LIMITED LIABILITY COMPANY

A. At the Effective Time, the Articles of Organization of the Survivor, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Survivor.

B. At the Effective Time, the Operating Agreement of the Survivor, as in effect immediately prior to the Effective Time shall be the Operating Agreement of the Survivor, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Organization of the Survivor.

C. At the Effective Time, the directors and officers of the Merged Entities shall be relieved of their duties and the officers of the Survivor immediately before such merger shall remain the officers of the Survivor after the merger.

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D. At the Effective Time, the Survivor shall change its name to Franklin/Trade Graphics, LLC

E. At the Effective Time, the name and address of the Registered Agent of the Survivor shall be Robert P. Dunne, 928 S.W. 10th Street, Miami, Florida 33130.

ARTICLE III
MANNER AND BASIS OF CONVERTING SHARES AND MEMBERS INTERESTS

Since all of the issued and outstanding shares of capital stock of both of the Merged Entities are presently owned by the Survivor, no additional membership interests need be issued by the Survivor to reflect the ownership interest of the shareholders of the Merged Entities after the Effective Time. Upon the Effective Time of the merger, the Survivor shall cancel the certificates representing the shares of the Merged Entities.

ARTICLE IV
EFFECT OF MERGER

At the Effective Time, all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entities shall vest in the Survivor, and all liabilities and obligations of the Merged Entities shall become liabilities and obligations of the Survivor, including, the obligation and liability for the payment of all fees and franchise taxes, if any.

ARTICLE V
MANAGEMENT OF SURVIVING LIMITED LIABILITY COMPANY

The Survivor is a Florida limited liability company and it is to be managed by its members.

ARTICLE VI
EFFECTIVE TIME

As used in this agreement, the term "Effective Time" shall mean the time and date that the articles of merger are filed with the state of Florida.

[END OF DOCUMENT]

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TALLAHASSEE, FLORIDA

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