

L40431

**Williams Reed Weinstein
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attorneys at law

v Stephen Cohen
Robert R Hearn
Elizabeth S Hoskins
David S Jennis
Ralph P Mangione
Aminie Mohip
Jennifer A Powers
g Marshall Rainey

December 30, 1996

James M. Reed
Ricardo A. Rolig
John A. Schifino
William J. Schifino, Jr.
Scott I. Steady
Kenneth G. Turkel
David B. Weinstein
Robert V. Williams

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
Corporate Charter Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Mon-Wal, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Please file these Articles and return the certified copy to our office.

Enclosed is our firm's check in the amount of \$87.50 to cover expenses as follows:

FILING FEE	\$35.00
CERTIFIED COPY	<u>\$52.50</u>
TOTAL	\$87.50

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

Very truly yours,

Aminie Mohip
Aminie Mohip

Amend.

AM/lmp

Enclosures

VS JAN 10 1997

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
MON-WAL, INC.

FILED
96 DEC 31 PM 12:31
TALLAHASSEE, FLA.

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

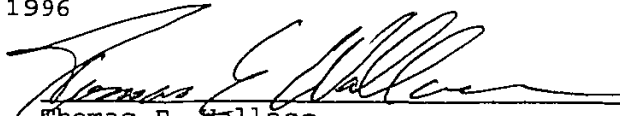
1. The name of the corporation is Mon-Wal, Inc.
2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on December 30, 1996 in the manner prescribed by the Florida General Corporation Act:

ARTICLE IV

Capital Stock. The total number of shares of stock which the corporation shall have to issue is 2,000,000 shares of common stock, with a par value of \$.01 cents per share.

3. The Shareholders of the Corporation entitle to vote on the Amendment, unanimously voted in favor of the Amendment.

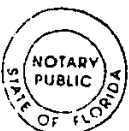
Dated: December 30, 1996


Thomas E. Wallace
Its: President, Director and Shareholder

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

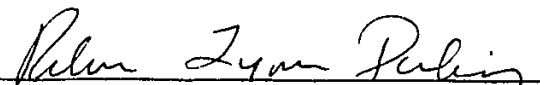
Before me, the undersigned authority, personally appeared Thomas E. Wallace, who is to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Tampa, Florida, in said County and State this 30th day of December, 1996.



REBECCA LYNN PERKINS
My Comm Exp. 7/12/97
Bonded By Service Ins
No. CC301193

HTT Sonvity known 1100her


Rebecca Lynn Perkins
Notary Public, State of Florida

My Commission Expires: 7/12/97

L40431

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WALDEC ACQUISITION COMPANY, INC., a Florida corporation,
P96000095259

INTO

MON-WAL, INC., a Florida corporation, L40431.

File date: January 2, 1997

Corporate Specialist: Darlene Connell

Number Only L40431

Requestor's Name

Address

City

State

Zip

Phone

CORPORATION(S) NAME

6000120434415--4
61.3.57-01032-013
*****01.00 *****70.00

Waldec Acquisition Company, Inc.
merged into:

Mon-Wal, Inc.

() Profit

☐ NonProfit

() Limited Liability Company

() Foreign

() Amendment

() Dissolution/Withdrawal

() Mark

() Limited Partnership

() Reinstatement

() Limited Liability Partnership

() Certified Copy

() Annual Report

() Reservation

() Photo Copies

() Other

() Change of R.A.

() Fictitious Name

() CUS

() Call When Ready

~~Walk In~~

☐ Mail Out

() Call if Problem

() Will Wait

() After 4:30

 Pick Up

[illegible]

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

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97 JAN -2 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CONFIRMATION
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12/30/96

Menger

1/3/97

Dr

STATE OF FLORIDA
ARTICLES OF MERGER
OF
WALDEC ACQUISITION COMPANY, INC.
(A Florida Corporation)
INTO
MON-WAL, INC.
(A Florida Corporation)

FILED
97 JAN -2 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: The plan of merger is as follows:

- (1). Waldec Acquisition Company, Inc., a Florida corporation ("Waldec Acquisition"), shall merge with and into Mon-Wal, Inc., a Florida corporation ("Waldec"). Waldec shall survive the merger and assume the liabilities of Waldec Acquisition. The separate existence of Waldec Acquisition shall cease forth with upon the effective date of the merger. The name of the surviving corporation is Mon-Wal, Inc.
- (2). Alco Standard Corporation, an Ohio corporation ("Alco") owns one hundred percent of the outstanding shares of stock of Waldec Acquisition. The authorized capital of Alco consists of 300,000,000 shares of Common Stock, no par value ("Alco Common Stock") and 2,095,628 shares of Preferred Stock, no par value.
- (3). Waldec Acquisition has 1,000 outstanding shares of common Stock, no par value. Waldec has 1,475,000 outstanding shares of Common Stock, \$10 par value. Each shares of capital stock of Waldec Acquisition issued and outstanding immediately prior to the effective date of the merger shall upon such merger be converted into and become one share of capital stock of Waldec. The total shares of capital stock of Waldec issued and outstanding immediately prior to the effective date of the merger shall upon such merger by virtue of the merger be exchanged for and converted into a total of 399,060 shares of fully paid nonassessable Alco Common Stock together with cash consideration of \$2,125,000.
- (4). The Articles of Incorporation of Waldec shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation of Waldec because of said merger.
- (5). The by-laws of Waldec shall be the by-laws of the corporation surviving the merger.
- (6). The directors and officers of Waldec shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are elected.
- (7). Upon the merger becoming effective, the separate corporate existence of Waldec Acquisition shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Waldec Acquisition shall be transferred to, vested in and devolve upon Waldec without further act or deed and all property, rights and every other interest of Waldec and Waldec Acquisition shall be effectively the property of Waldec as they were of Waldec and Waldec Acquisition respectively.
- (8). The respective boards of directors of Waldec and Waldec Acquisition have duly approved this Plan providing for the merger of Waldec Acquisition with and into Waldec, with Waldec as the surviving corporation as authorized by the laws of the State of Florida.

SECOND: The merger shall be effective upon filing with the Secretary of State of Florida.

THIRD: The plan of merger was adopted by the shareholders of Waldec, a Florida corporation, on the 30 day of December, 1996.

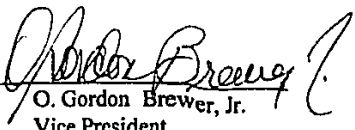
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FOURTH: The plan of merger was adopted by the sole shareholder of Waldec Acquisition, a Florida corporation, on the 30 day of December, 1996.

MON-WAL, INC.

By: _____
Thomas E. Wallace
President

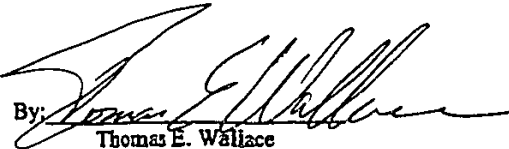
WALDEC ACQUISITION COMPANY, INC.

By: 
O. Gordon Brewer, Jr.
Vice President


page -2-

FOURTH: The plan of merger was adopted by the sole shareholder of Waldec Acquisition, a Florida corporation, on the 30 day of December, 1996.

MON-WAL, INC.

By: 
Thomas E. Wallace
President

WALDEC ACQUISITION COMPANY, INC.

By: 
O. Gordon Brewer, Jr.
Vice President