

THE FLYER L58336

July 6, 1998

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500002583335--6

-07/08/98--01085--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Regarding Flyer Printing Company, Inc.

Enclosed are the articles of incorporation and agreement and plan of merger relative to the merger of Flyer Printing Company, Inc. and MoGraphCo, Inc.

In addition the filing fee of \$70 is also included.

If you have any questions regarding this merger please feel free to call me a 813-626-9430. Your attention to this matter is appreciated.

Sincerely

*Jim Tucker*

Jim Tucker,  
CFO & Treasurer

FILED  
98 JUL -8 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger  
7-15-98  
CC*

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

MOGRAPHCO, INC., a Missouri corporation, not qualified in Florida

INTO

**FLYER PRINTING COMPANY, INC.**, a Florida corporation, L58336.

File date: July 8, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN  
CORPORATIONS INTO  
FLYER PRINTING COMPANY, INC.**

FILED  
98 JUL -8 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107, of the Florida Business Corporation Act, the undersigned foreign and domestic corporations adopt the following articles of merger for the purposes of merging them into one corporation.

1. MOGRAPHCO, Inc., ("MO") a Missouri corporation, shall be merged into FLYER PRINTING COMPANY, INC. ("PRINTING") a Florida corporation.

2. The name of the surviving corporation is FLYER PRINTING COMPANY, INC. and it is to be governed by the law of the State of Florida

3. The laws of Missouri under which MO is incorporated permit for this merger to be effectuated.

4. The following Agreement and Plan of Merger was approved by the shareholders of PRINTING in the manner prescribed by the Florida Business Corporation Act, and was approved by the shareholders of MO in the manner prescribed by the laws of the state of Missouri.

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the Agreement and Plan of Merger, are as follows:

	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
MOGRAPHCO, INC.	1,000	common	1,000
FLYER PRINTING COMPANY, INC.	747,954	common	747,954


6. As to each of the undersigned corporations, the total number of common stock shares voted for and against the Agreement and Plan of Merger respectively are as follows:

	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Abstained</u>
MOGRAPHCO, INC.	1,000	0	0
FLYER PRINTING COMPANY, INC.	744,754	0	3,200


7. The merger shall be effective on the day that these Articles of Merger have been filed by the Secretary of State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed MOGRAPHCO, INC. and FLYER PRINTING COMPANY, INC. by their authorized officers as of June 22, 1998.

MOGRAPHCO, INC.  
a Missouri corporation

By:   
Richard D. Mandt, President  
and Secretary

FLYER PRINTING COMPANY, INC.  
a Florida corporation

By:   
Richard D. Mandt, Secretary  
and

By:   
James L. Kendall, President


## ACKNOWLEDGMENT

STATE OF FLORIDA )  
 ) SS  
COUNTY OF HILLSBOROUGH )

BE IT REMEMBERED, that on this day before me, the undersigned, a Notary Public for the County and State aforesaid, personally came James L. Kendall and Richard D. Mandt, the President and Secretary respectively of FLYER PRINTING COMPANY, INC., party to the above and foregoing Articles of Merger and Plan of Merger, known to me personally to be the said President and Secretary of said corporation, and before me acknowledged and swore said Articles of Merger and Plan of Merger to be his act, deed and agreement, and the seals affixed hereto be the corporation seals of said Corporation, and that the signing, sealing, acknowledgment and delivery of said Articles of Merger and Plan of Merger was duly adopted by resolution of the Board of Directors of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
22nd day of June, 1998.

*Jean A. Stanforth*  
 NOTARY PUBLIC, State of Florida  
 at Large

 Jean A. Stanforth  
 Notary Public, State of Florida  
 Commission No. CC 553003  
 My Commission Exp. 05/06/2000

1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

**RESOLUTION OF THE BOARD OF DIRECTORS OF**  
**FLYER PRINTING COMPANY, INC.**

The undersigned, constituting the Directors of FLYER PRINTING COMPANY, INC. ("Corporation"), do hereby consent to the adoption of the following resolutions:

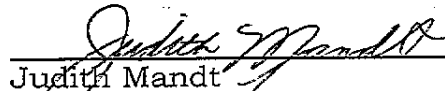
RESOLVED that the Corporation hereby ratifies, confirms and approves the Articles of Merger and Plan of Merger attached hereto as Exhibit "A."

RESOLVED that the President and Secretary are authorized to execute the Articles of Merger and Plan of Merger and are empowered to execute any further documents, or perform any other acts, necessary to effectuate the merger of the Corporation and Mographco, Inc.

IN WITNESS WHEREOF, the undersigned, constituting the Directors of Flyer Printing Company, Inc. have executed this resolution as of the 22nd day of June, 1998.



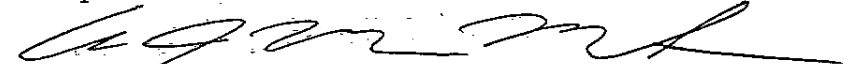
Richard D. Mandt



Judith Mandt



Joseph Mandt



A.J. Marcum Mandt



Samuel P. Mandt,


CORPORATE RESOLUTIONS  
OF  
FLYER PRINTING COMPANY, INC.

The undersigned, Directors of Flyer Printing Company, Inc., a Florida corporation, (the "Corporation"), certify that, at a meeting duly noticed and held in accordance with applicable law on June 22, 1998, at which a quorum was present and voting throughout, Richard D. Mandt abstaining due to his financial interest in the transaction, the following resolutions were adopted and are, as of the date hereof, in full force and effect:


RESOLVED, that the Corporation hereby ratifies, confirms and approves the issuance to Richard D. Mandt of 1,000 shares of the Corporation's common stock, par value \$.0001 per share, in exchange for the transfer to the Corporation of 1,000 shares of common stock, par value \$1.00 per share, of MOGRAPHCO, INC., a Missouri corporation.

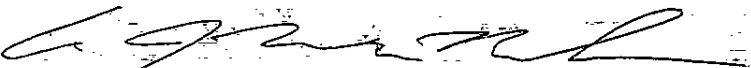
AND FURTHER RESOLVED, that the officers and the Corporation are hereby authorized to execute all documents and to do all things on behalf of the Corporation which, in their absolute discretion, they consider necessary to effectuate the foregoing resolution.

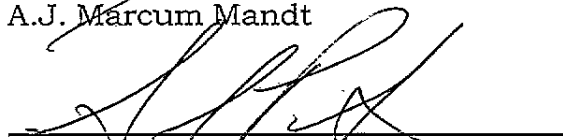
IN WITNESS WHEREOF, the undersigned have set their hands and affixed the corporate seal to this document as of this 22nd day of June, 1998.

  
\_\_\_\_\_  
Joseph D. Mandt

(SEAL)

  
\_\_\_\_\_  
Judith Mandt

  
\_\_\_\_\_  
A.J. Marcum Mandt

  
\_\_\_\_\_  
Samuel P. Mandt

**AGREEMENT  
AND PLAN OF MERGER**

This Agreement of Merger and Plan of Merger made and entered into this 22nd day of June, 1998 by and between FLYER PRINTING COMPANY, INC., a Florida corporation (the "Surviving Corporation"); and MOGRAPHCO, Inc., a Missouri corporation (the "Merged Corporation"), (the corporations together will hereinafter be referred to as the "Constituent Corporations").

**RECITALS**

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida with its principal place of business at 201 Kelsey Lane, Tampa, FL 33619.

B. The Surviving Corporation has authorized capital stock of 2,000,000 shares of Common Stock, par value \$.0001 per share, of which 747,954 shares are issued and outstanding to the following persons in the following amounts:

Richard D. Mandt	657,877
James L. Kendall, Jr.	37,130
Dr. John H. Chidlow	16,250
Judd & Judy Chidlow	11,346
Jim Nichols	12,000
May Hendrick Chidlow	5,351
Dr. Fred Willis	3,200
Joseph D. Mandt	1,600
A.J. Marcum Mandt	1,600
Samuel P. Mandt	1,600

C. The Merged Corporation is a corporation organized and existing under the laws of the State of Missouri with its principal office at 201 Kelsey Lane, Tampa, Florida 33619.

D. The Merged Corporation has an authorized capital stock of 1,000 shares of Common Stock, par value \$1.00 per share, of which 1,000 shares are issued to the Surviving Corporation.

E. The Board of Directors and Shareholders of the Surviving Corporation and the Merged Corporation have by resolution established that it is advisable for each of the Constituent Corporations that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation (the "Merger"). The corporate existence of the Surviving Corporation shall not be affected in any manner by reason of the Merger.



NOW THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of the Merged Corporation and the Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act and the General and Business Corporation Law of Missouri hereby execute this Agreement of Merger and Plan of Merger (the "Agreement") for the purposes of complying with said Acts.

Section 1. Incorporation of Recitals. The above stated Recitals are true and correct and are incorporated by reference herein.

Section 2. Merger. MOGRAPHCO, INC. shall merge with and into FLYER PRINTING COMPANY, INC., which shall be the surviving corporation.

Section 3. Terms and Conditions. On the Effective Date, as defined throughout this Agreement by Section 9 herein, the separate existence of the Merged Corporation shall cease to exist. The Surviving Corporation shall possess: (A) all the assets and property of every description, wherever located of the Constituent Corporations; (B) all the rights, privileges, immunities, powers and franchises and authority of a public as well as a private nature of each of the Constituent Corporations; and (C) all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the Constituent Corporations. The foregoing shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed.

On the Effective Date and thereafter, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation existing on the Effective Date; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger.

Section 4. Conversion of Shares. The manner and basis for converting the shares of capital stock of the Constituent Corporations shall be, that on the Effective Date, and without any action on the part of the parties hereto, (A) all shares of capital stock issued and outstanding of the Merged Corporation shall be deemed canceled without payment of any additional consideration and without conversion; and (B) each issued and outstanding share of capital stock of the Surviving Corporation shall remain issued and outstanding.

Section 5. Changes in the Articles of Incorporation. The Merger will not effect any change in the Restated Articles of Incorporation, as Amended, of the Surviving Corporation.

Section 6. Bylaws. The Bylaws of the Surviving Corporation in effect at the Effective Date shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended or repealed.

Section 7. Directors and Officers. The officers and directors of the Surviving Corporation in office on the Effective Date shall be and remain the officers and directors of the Surviving Corporation, and they shall hold office, until their successors are duly elected and qualified.

Section 8. Approval by Shareholders. This Agreement of Merger and Plan of Merger shall be submitted for the approval of the shareholders of the Constituent Corporations in the manner provided by the applicable laws of the State of Florida and the State of Missouri at a meeting(s) to be held at a time and place to be agreed upon by the Board of Directors of the Constituent Corporations.

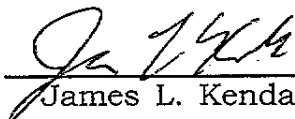
Section 9. Effective Date. The Merger shall become effective on the day that those certain Articles of Merger, a copy of which is attached hereto and incorporated by reference hereby as Exhibit "A," have been filed with the Florida Secretary of State (the "Effective Date").

IN WITNESS WHEREOF, this Agreement of Merger and Plan of Merger have been executed and acknowledged by the President and Secretary of FLYER PRINTING COMPANY, INC. and by the President and Secretary of MOGRAPHCO, INC. on the date first above written.

Attest:

FLYER PRINTING COMPANY, INC., a  
Florida corporation

  
Richard D. Mandt, Secretary

By:   
James L. Kendall, President

Attest:

MOGRAPHCO, INC., a Missouri  
corporation

  
Richard D. Mandt, Secretary

By:   
Richard D. Mandt, President