

P000000020105

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From: *Mary Lee Vissett*
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

TLI MERGER CO.

Certificate of Status	0
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Mary Lee Vissett

Merger

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07-11-00
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ARTICLES OF MERGER
Merger Sheet

MERGING:

TRADE LITHO, INC., a Florida corporation, 430203

INTO

TLI MERGER CO. which changed its name to

TRADE LITHO, INC., a Florida entity, P00000020105

File date: July 11, 2000

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 11, 2000

TLI MERGER CO.
100 S.E. 3RD AVE., SUITE 2108
FORT LAUDERDALE, FL 33394

SUBJECT: TLI MERGER CO.
REF: P00000020105

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THERE IS A PAGE MISSING. THE PAGE ENTITLED "ARTICLES OF MERGER" WAS NOT RECEIVED. PLEASE RESEND.

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Karen Gibson
Corporate Specialist

FAX Aud. #: H00000035898
Letter Number: 200A00038066

ARTICLES OF MERGER

OF

**TRADE LITHO, INC.,
a Florida corporation**

WITH AND INTO

**TLI MERGER CO.,
a Florida corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act ("FBCA"), Trade Litho, Inc., a Florida corporation, and TLI Merger Co., a Florida Corporation, hereby execute and adopt the following Articles of Merger and certify as follows:


1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Trade Litho, Inc., a Florida corporation, and TLI Merger Co., a Florida corporation.
2. TLI Merger Co. is the surviving corporation to the Merger.
3. A copy of the Plan of Merger is attached hereto as Exhibit "A-1" and is incorporated by reference as if fully set forth herein.
4. The Plan of Merger was approved by the Board of Directors and the shareholders of each corporation on July 10, 2000.
5. The effective date and time of the Merger shall be upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with Section 607.1105 of the FBCA.

[Signatures on following page.]

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IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed
as of July 10, 2000.

TLI MERGER CO.,
a Florida corporation

By: 
Name: Michael R. Carpenter
Title: VP

TRADE LITHO, INC.,
a Florida corporation

By: _____
Name: _____
Title: _____

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H000000358986

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed
as of July 11, 2000.

TLI MERGER CO.,
a Florida corporation

By: _____
Name: _____
Title: _____

TRADE LITHO, INC.,
a Florida corporation

By:  _____
Name: Gerardo Alvarez
Title: President

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EXHIBIT "A-1"**PLAN OF MERGER**

This Plan of Merger (this "Plan") is adopted and approved as of July 10, 2000 between **TLI MERGER CO.**, a Florida corporation (hereinafter defined as the "Company"), and **TRADE LITHO, INC.**, a Florida corporation (hereinafter defined as the "Merging Corporation").

RECITALS

The boards of directors and shareholders of the Merging Corporation and the Company have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that the Merging Corporation be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I**The Merger**

At the Effective Time (as defined in Article V hereof), the Merging Corporation shall be merged with and into the Company in accordance with the Florida Business Corporation Act of the State of Florida, and the separate existence of the Merging Corporation shall cease and the Company, shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II**The Surviving Corporation**

A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation; provided, however, that the Articles of Incorporation of the Surviving Corporation shall be hereby amended to provide that, at the Effective Time, the name of the Surviving Corporation shall be Trade Litho, Inc.

B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

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ARTICLE III
Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of the Merging Corporation, \$10.00 par value per share (the "Merging Corporation Common Stock"), which shall be issued and outstanding (other than shares held in treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive (i) 860,552 shares of common stock, \$.001 par value per share, of PrintSource USA, Inc., a Florida corporation and the parent of the Surviving Corporation ("PrintSource Common Stock") and (ii) cash in an amount equal to \$1,033,506.48. Fractional shares of PrintSource Common Stock will not be issued, instead shares of PrintSource Common Stock will be issued determined to the nearest whole share of PrintSource Common Stock.

B. At the Effective Time, each share of Merging Corporation Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each right to acquire shares of Merging Corporation Common Stock, to the extent that any such rights exist, which shall be issued and outstanding, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

D. At the Effective Time, each share of common stock of the Company, \$.001 par value per share, issued and outstanding immediately prior to the Effective Time, shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

ARTICLE IV
Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation and the Company shall vest in the Surviving Corporation, and all liabilities and obligations of the Merging Corporation and the Company shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V
Effective Time

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida, with respect to the Merger.

[END OF DOCUMENT]