

CT CORPORATION SYSTEM

P00000020105

Trade-NCSUI, Inc. with and into: Trade-Litho, Inc.

FILED  
01 AUG -9 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 AUG -9 PM 12:03  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

Name  
Availability 8/9/01  
Document  
Examiner  
Updater  
Ver  
W.I. carrier

8/9/01

MS

Order#: 4718302

100004527261--3  
-08/09/01--01016--024

Ref#: \*\*\*\*\*70.00 \*\*\*\*\*70.00

Amount: \$

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TRADE-NCSUI, INC., a Florida corporation P00000020099

INTO

**TRADE LITHO, INC.**, a Florida entity, P00000020105.

File date: August 9, 2001

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER**

**OF**

**TRADE-NCSUI, INC.,  
a Florida corporation,**

**WITH AND INTO**

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


01 AUG -9 PM 1:17  
FILED  
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 Trade-NCSUI, Inc., a Florida corporation, hereby execute and adopt the following Articles of Merger and certify as follows:

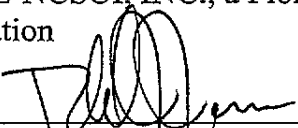
1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Trade Litho, Inc., a Florida corporation, and Trade-NCSUI, Inc., a Florida corporation.
2. Trade Litho, Inc. is the surviving corporation.
3. A copy of the Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference as if fully set forth herein.
4. Pursuant to Section 607.1104 of the FBCA, shareholder approval of the merger is not required because each of the constituent corporations is a wholly-owned subsidiary of Printsource USA, Inc., a Florida corporation.
5. In accordance with Section 607.1104 of the FBCA, the Plan of Merger was approved by the unanimous written consent of the Board of Directors of Trade Litho, Inc. on July 31, 2001, and by the unanimous written consent of the Board of Directors of Trade-NCSUI, Inc. on July 31, 2001.
6. The effective date and time of the Merger shall be upon 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.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of July 31, 2001.

TRADE LITHO, INC., a Florida corporation

By:   
Name: R. JENSEN  
Title: Pres, Sec. & CEO

TRADE-NCSUI, INC., a Florida corporation

By:   
Name: R. JENSEN  
Title: Pres, Sec. & CEO

## PLAN OF MERGER

This Plan of Merger (this "Plan") is adopted and approved as of July 31, 2001 between TRADE LITHO, INC., a Florida corporation (the "Company"), and TRADE-NCSUI, INC., a Florida corporation (the "Merging Corporation").

## RECITALS

Both the Company and the Merging Corporation are wholly-owned subsidiaries of Printsource USA, Inc., a Florida corporation (the "Sole Shareholder").

The Boards of Directors of the Company and the Merging Corporation have determined that it is advisable and in the best interests of each such corporation and the Sole Shareholder 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

(a) 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 Corporations Act of the State of Florida, and the separate existence of the Merging Corporation shall cease and the Company shall hereafter 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, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Incorporation and Bylaws of the Surviving Corporation.

(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 become the officers and directors of the Surviving Corporation until their successors are elected and qualified.

### ARTICLE III

#### Manner and Basis of Converting Shares

(a) At the Effective Time, each share of common stock of the Merging Corporation, \$0.001 par value per share, 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 canceled and extinguished.

(b) At the Effective Time, each share of common stock of the Merging Corporation held in treasury shall be canceled and extinguished without any conversion thereof.

(c) At the Effective Time, each right to acquire shares of common stock of the Merging Corporation, 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.

### ARTICLE IV

#### Effect of Merger

(a) 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 shall become liabilities and obligations of the Surviving Corporation.

### ARTICLE V

#### Effective Time

(a) As used in this Agreement, the terms "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.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger  
to be executed as of July 31, 2001.

TRADE LITHO, INC., a Florida  
corporation

By: 

Name: Ronald J. Jensen

Title: President and Secretary

TRADE-NCSUL, INC., a Florida  
corporation

By: 

Name: Ronald J. Jensen

Title: President and Secretary