

Document Number Only

P01431

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002652311--7

-09/30/98--01047--003

*****70.00 *****70.00

100002652311--7

-10/02/98--01003--014

*****35.00 *****35.00

IKON Office Solutions, Inc

merged:

Depot International S.A. Inc

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP 30 PM 3:18

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copy(s)
Filed Stamp

SEP 30 1998

Thanks, Melanie

98 SEP 30 AM 11:25
DIVISION OF CORPORATIONS

RECEIVED

merger
SP
9/30/98

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

OFFICE WORLD TRADE, INC., P93000012652, a FI corp.

DEPOT INTERNACIONAL, S.A., INC., P95000055799, a FI corp.

into

IKON OFFICE SOLUTIONS, INC., an Ohio corporation P01431

File date: September 30, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 1, 1998

CT Corporation System

Tallahassee, FL

SUBJECT: IKON OFFICE SOLUTIONS, INC.
Ref. Number: 100002652311

We have received your document for IKON OFFICE SOLUTIONS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of merger is \$35 per party. There are three corporations involved. Total merger fee is \$105. ✓

This is a minor correction but the exact name of one of the merging corporations is DEPOT INTERNACIONAL, S.A., INC. Please correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

10. Susan Payne
Senior Section Administrator

Letter Number: 098A00049094

From:

McNamee

*Please Back Date
this filing to
when received in State office
Sept. 30, 1998*

RECEIVED
OCT - 1 PM 2:59
DIVISION OF CORPORATION

ARTICLES OF MERGER

DEPOT INTERNACIONAL, S.A., INC.
and
OFFICE WORLD TRADE, INC.
("Domestic Corporations")
and
IKON OFFICE SOLUTIONS, INC.
("Foreign Corporation")

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 30 PM 3:49

THE UNDERSIGNED corporations, pursuant to §607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

| <u>NAME</u> | <u>STATE OF INCORPORATION</u> |
|---------------------------------|-------------------------------|
| Depot Internacional, S.A., Inc. | Florida |
| Office World Trade, Inc. | Florida |
| IKON Office Solutions, Inc. | Ohio |

SECOND: The laws of the state under which such foreign corporation is organized permit such mergers and such foreign corporation is complying with those laws in effecting the mergers.

THIRD: IKON Office Solutions, Inc. complies with §607.1105 F.S. as the surviving corporation of the mergers and Depot Internacional, S.A., Inc. and Office World Trade, Inc. complies with the applicable provisions of §607.1101 - §607.1104 F.S.

FOURTH: The plan of merger is as follows:

PLAN OF MERGER

I.

Depot Internacional, S.A., Inc., a Florida corporation ("Depot") and Office World Trade, Inc., a Florida corporation ("Office World"), shall merge with and into IKON Office Solutions, Inc., an Ohio corporation ("IKON"). IKON shall survive the mergers and assume the liabilities of Depot and Office World. The separate corporate existence of Depot and Office World shall cease forthwith upon the effective date of mergers. The name of the surviving corporation is IKON Office Solutions, Inc.

II.

IKON Office Solutions, Inc., an Ohio corporation ("IKON"), owns 100 percent of the outstanding shares of stock of Depot and Office World. Depot has 200 outstanding shares of common stock, \$1.00 par value and Office World has 1,000 outstanding shares of common stock, no par value. The presently issued and outstanding shares of Depot and Office World, which are the merging corporations, shall be canceled and extinguished as a result of the mergers.

IV.

The mergers shall become effective upon filing with the Secretary of State.

FOURTH: Plan of Merger (Continued):

V.

The Restated Articles of Incorporation of IKON shall be the Restated Articles of Incorporation of the corporation surviving the mergers. No changes or amendments shall be made to the Restated Articles of Incorporation because of said mergers.

VI.

The Code of Regulations of IKON shall be the Code of Regulations of the corporation surviving the mergers.

VII.

The directors and officers of IKON shall be the directors and officers of the corporation surviving the mergers and shall serve until their successors are elected.

VIII.

Upon the mergers becoming effective, the separate corporate existence of Depot and Office World shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Depot and Office World shall be transferred to, vested in and devolve upon IKON without further act or deed and all property, rights and every other interest of IKON and Depot and Office World shall be effectively the property of IKON as they were of IKON and Depot and Office World respectively.

IX.

The surviving corporation shall be governed by the laws of the State of Ohio and may be served with process in the State of Florida. Its agent to accept service of process is CT Corporation System. The address to which a copy of such process shall be mailed is 1200 South Pine Island Road, Plantation, FL 33324.

X.

The Sole Director of Depot and Office World and the Board of Directors of IKON have duly approved this Plan providing for the mergers of Depot and Office World with and into IKON as the surviving corporation as authorized by the laws of the State of Florida and the laws of the State of Ohio.

FIFTH: The plan of merger was adopted by the Sole Shareholder of both Depot and Office World; Depot incorporated on the 19th day of July, 1995 and Office World incorporated on the 4th day of March, 1993; and by the Board of Directors of IKON on July 30, 1998. No shareholder approval is required of IKON pursuant to applicable provisions of the Florida and Ohio General Corporate Laws.

Signed this 21st day of September, 199.

IKON OFFICE SOLUTIONS, INC.

By: Michael H. Dudek
Michael H. Dudek - Vice President

DEPOT INTERNACIONAL, S.A., INC.

By: Michael H. Dudek
Michael H. Dudek - Vice President

OFFICE WORLD TRADE, INC.

By: Michael H. Dudek
Michael H. Dudek - Vice President