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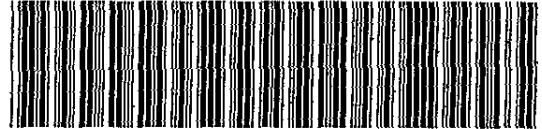
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Morgan
5/14

MERRITT & TENNEY LLP

ATTORNEYS AT LAW
SUITE 500
200 GALLERIA PARKWAY, N. W.
ATLANTA, GEORGIA 30339-3183

TELEPHONE (770) 952-6550
FACSIMILE (770) 952-0028

April 29, 2003

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

In re: Merger of Meridian Graphics, Inc., a Georgia corporation
into Meridian Graphics, Inc., a Florida corporation

Dear Sir/Madam:

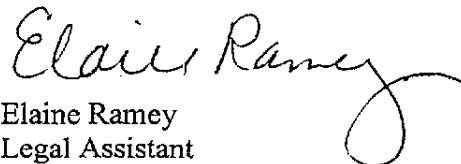
Enclosed for filing with your office are the following documents regarding the above referenced corporations:

1. Original and one conformed copy of the Articles of Merger;
2. Original and one copy of the Plan of Merger; and
3. Our firm's check in the amount of \$78.75 to cover the fees for filing these documents.

Upon completion, please return a certified copy of the Articles of Merger to us in the envelope provided.

If you have any questions, please contact the undersigned at (770) 952-6550.

Very truly yours,


Elaine Ramey
Legal Assistant

/er

Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MERIDIAN GRAPHICS, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Elaine Ramey

(Name of person)

Merritt & Tenney, LLP

(Name of firm/company)

200 Galleria Parkway, Suite 500

(Address)

Atlanta, GA 30339

(City/state and zip code)

For further information concerning this matter, please call:

Elaine Ramey

(Name of person)

at (770) 952-6550
(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Meridian Graphics, Inc.	Florida	P02000122814

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SECRETARY OF STATE

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Meridian Graphics, Inc.	Georgia	K010434
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 1, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 1, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

Gerald M. Castello, President

Gerald M. Castello, President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Meridian Graphics, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Meridian Graphics, Inc.

Georgia

Third: The terms and conditions of the merger are as follows:

See attached "Agreement and Plan of Merger by and between Meridian Graphics, Inc., a Florida corporation, and Meridian Graphics, Inc., a Georgia corporation," which is incorporated herein by reference.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached "Agreement and Plan of Merger by and between Meridian Graphics, Inc., a Florida corporation, and Meridian Graphics, Inc., a Georgia corporation," which is incorporated herein by reference.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

AGREEMENT AND PLAN OF MERGER

BY AND BETWEEN

MERIDIAN GRAPHICS, INC., a Florida corporation,

AND

MERIDIAN GRAPHICS, INC., a Georgia corporation

RECITALS

THIS AGREEMENT is made effective as of the 1st day of April, 2003, by and between **MERIDIAN GRAPHICS, INC., a Florida corporation, and MERIDIAN GRAPHICS, INC., a Georgia corporation**, said corporations being sometimes hereinafter referred to as "Constituent Corporations".

WITNESSETH:

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable that **MERIDIAN GRAPHICS, INC., a Georgia corporation, ("the Disappearing Corporation")** be merged into **MERIDIAN GRAPHICS, INC., a Florida corporation, ("the Surviving Corporation")** under the laws of the State of Florida in the manner provided therefor pursuant to the Florida Business Corporation Act;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

NAME OF MERGED CORPORATION

2. The name of the Surviving Corporation shall be MERIDIAN GRAPHICS, INC.

PLACE OF OFFICE OF SURVIVING CORPORATION

3. The place in Florida where the principal office of the Surviving Corporation is to be located is 6532 Crestmont Glen Lane, Windermere, Florida 34786.

MODE OF EFFECTING MERGER

4. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows:

The shareholder of the Disappearing Corporation shall surrender his certificate or certificates to the Surviving Corporation on or before April 1, 2003. Upon surrender to the Surviving Corporation of the certificates for outstanding shares of the Disappearing Corporation, there shall be issued to the holder thereof, in substitution thereof, certificates for fully paid and nonassessable common shares of the Surviving Corporation, in the ratio of one (1) share of the

Surviving Corporation for one (1) share of the Disappearing Corporation - being a total issue of Five Hundred (500) shares of the Surviving Corporation for the entire Five Hundred (500) shares now issued and outstanding of the Disappearing Corporation.

ARTICLES OF INCORPORATION

5. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of the Surviving Corporation, until amended as provided by law.

BYLAWS

6. The Bylaws of MERIDIAN GRAPHICS, INC., the Florida corporation, shall be the Bylaws of the Surviving Corporation.

EFFECTIVE DATE OF AGREEMENT

7. This Agreement shall become effective on the 1st day of April, 2003. The term "effective date", wherever used in this Agreement, shall mean the effective date herein described.

DIRECTORS' RIGHT TO ABANDON MERGER

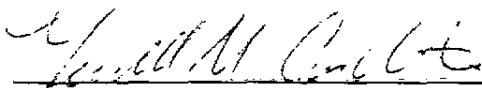
8. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Secretary of State.

EXECUTION

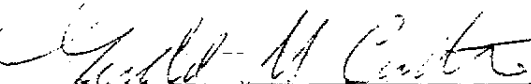
IN WITNESS WHEREOF, the Constituent Corporations have caused their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of the Constituent Corporations.

MERIDIAN GRAPHICS, INC., a Florida corporation

By:


Gerald M. Castello, President


Attest:


Gerald M. Castello, Secretary

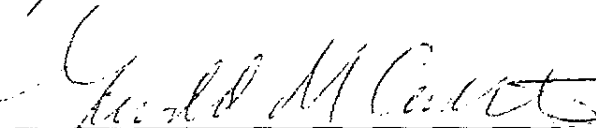
(CORPORATE SEAL)

MERIDIAN GRAPHICS, INC., a Georgia corporation

By:


Gerald M. Castello, President

Attest:


Gerald M. Castello, Secretary

(CORPORATE SEAL)