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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Cherry Hill Photo Enterprises, Inc.

Certificate of Status	0
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Merger

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Cherry Hill Photo Enterprises, Inc.</u>	<u>Delaware</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Cherry Hill Photo Enterprises, Inc.</u>	<u>Florida</u>	<u>P05000138224</u>
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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 after merger file date.)

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 September 21, 2006

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 September 21, 2006

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director *[Signature]*

Typed or Printed Name of Individual & Title

Cherry Hill Photo Engraving, Inc.

Wayne Pierce, Chief Financial Officer

Cherry Hill Photo Engraving, Inc.

Wayne Plotz, Chief Financial Officer

AGREEMENT AND PLAN OF MERGER
OF
CHERRY HILL PHOTO ENTERPRISES, INC.
(a Florida corporation)
WITH AND INTO
CHERRY HILL PHOTO ENTERPRISES, INC.
(a Delaware corporation)

AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan of Merger"), dated as of September 21, 2006 by and between Cherry Hill Photo Enterprises, Inc., a corporation organized and existing under the laws of the State of Florida ("Cherry Hill Florida"), and Cherry Hill Photo Enterprises, Inc., a corporation organized and existing under the laws of the State of Delaware ("Cherry Hill Delaware"), with reference to the following recitals:

A. Cherry Hill Holdings, Inc., a Delaware corporation ("Cherry Hill Holdings"), owns one hundred sixty six and six hundredths (166.6) shares of the outstanding shares of capital stock of Cherry Hill Florida.

B. Cherry Hill Holdings owns one hundred (100) shares of the outstanding shares of the capital stock of Cherry Hill Delaware.

C. The Board of Directors and sole shareholder of each of Cherry Hill Florida and Cherry Hill Delaware have adopted resolutions approving this Agreement and Plan of Merger in accordance with the Florida Business Corporation Act (the "FBCA") and the Delaware General Corporation Law (the "DGCL").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. Cherry Hill Florida and Cherry Hill Delaware (such corporate parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Corporations") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Agreement and Plan of Merger.

2. Merger; Service of Process. At the Effective Time (as defined in Section 3 hereof), Cherry Hill Florida shall be merged with and into Cherry Hill Delaware, which latter corporation shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation." The Surviving Corporation, which shall continue to be governed by the laws of the State of Delaware, hereby

agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Cherry Hill Florida, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger. A copy of such process shall be mailed by the Secretary of State of the State of Florida to the Surviving Corporation at 1200 Haddonfield Road, Cherry Hill, NJ 08002.

3. Filing and Effective Time. The Articles of Merger to be filed with the Secretary of State of the State of Florida in accordance with Section 607.1109 of the FBCA and the Certificate of Merger to be filed with the Secretary of State of the State of Delaware in accordance with Section 252 of the DGCL shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon filing of the Articles of Merger with the Secretary of State of the State of Florida and the Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").

4. Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Cherry Hill Delaware shall be and thereafter remain the Certificate of Incorporation of the Surviving Corporation, until amended in accordance with applicable law, and the Surviving Corporation shall continue to be a corporation organized and governed by the laws of the State of Delaware.

5. Bylaws. At the Effective Time, the Bylaws of Cherry Hill Delaware shall be and thereafter remain the Bylaws of the Surviving Corporation until altered, amended or repealed in the manner therein provided in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

6. Directors and Officers. At the Effective Time, the directors and the officers of Cherry Hill Delaware shall be the directors and the officers of the Surviving Corporation. Each such director and officer shall hold office until his resignation or removal, in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the FBCA and the DGCL.

8. Further Assurances. Each of the Constituent Corporations shall use their best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Plan of Merger. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of Cherry Hill Florida acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the merger, or (b) otherwise carry out the purposes of this Plan of Merger, Cherry Hill Florida and its proper directors and officers shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger; and the

proper directors and officers of the Surviving Corporation are fully authorized in the name of Cherry Hill Florida or otherwise to take any and all such action.

9. Capital Stock. At the Effective Time, all of the issued and outstanding shares of Cherry Hill Florida shall, by virtue of the Merger, and without any action on the part of the holder thereof, cease to be outstanding, shall be canceled and retired without any payment of any consideration therefor and shall cease to exist. As the sole shareholder of each of Cherry Hill Florida and Cherry Hill Delaware, Cherry Hill Holdings, Inc. shall receive value for such cancelled shares through its ownership of the Surviving Corporation.

10. Amendment or Termination. This Plan of Merger may be amended or terminated at any time on or before the Effective Date by agreement of the Boards of Directors of the Constituent Corporations.

11. Counterparts. This Plan of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

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IN WITNESS WHEREOF, the parties hereto pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors of each of Cherry Hill Photo Enterprises, Inc. and Cherry Hill Photo Enterprises, Inc. have duly executed this Plan of Merger as of the date first written above.

**CHERRY HILL PHOTO ENTERPRISES,
INC.**
a Florida corporation

By: _____
Name: Wayne Pierce
Title: Chief Financial Officer

**CHERRY HILL PHOTO ENTERPRISES,
INC.**
a Delaware corporation

By: _____
Name: Wayne Pierce
Title: Chief Financial Officer