

P09656

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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PICK-UP

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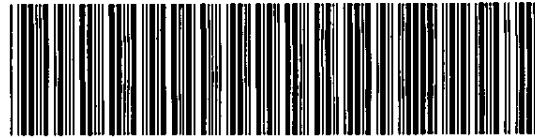
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
14 DEC -4 AM 9:40

DEC - 5 2014
T. CARTER

GENERATE DATE
12-31-14

Merger



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 408519 4301448

AUTHORIZATION :

COST LIMIT : 70.00

[Handwritten signature]

ORDER DATE : December 4, 2014

ORDER TIME : 2:44 PM

ORDER NO. : 408519-010

CUSTOMER NO: 4301448

ARTICLES OF MERGER

CANON LATIN AMERICA, INC.

INTO

CANON U.S.A., INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 DEC -4 AM 9:40

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)
Canon U.S.A., Inc.	New York	P09656

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Canon Latin America, Inc.	Florida	P96000009020

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on December 31, 2014 (the "Effective Date").

Fifth: Adoption of merger by surviving corporation:

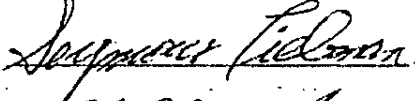
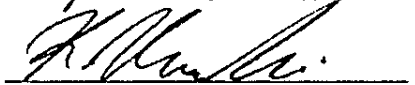
The Plan of merger was adopted by the board of directors of the surviving corporation on December 1, 2014 and shareholder approval was not required [pursuant to Fla. Stat. § 607.1104.]

Sixth: Adoption of merger by merging corporation(s):

The Plan of merger was adopted by the board of directors of the merging corporation on December 1, 2014 and shareholder approval was not required pursuant to Fla. Stat. § 607.1104.

****Remainder of page intentionally left blank****

Seventh: SIGNATURES FOR EACH CORPORATION:

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Canon U.S.A., Inc.		<u>Seymour Liebman, EVP, CAO & GC</u>
Canon Latin America, Inc.		<u>Kenji Kobayashi, President</u>

PLAN OF MERGER
(Merger of subsidiary corporation)

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Canon U.S.A., Inc.	New York

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Canon Latin America, Inc.	Florida

The Effective Date is December 31, 2014

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

On the Effective Date, each outstanding share of stock of the subsidiary shall be cancelled and no payment shall be made with respect thereto, and each outstanding share of stock of the parent shall remain outstanding.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

On the Effective Date, the separate existence of the subsidiary shall cease, and the subsidiary shall be merged with and into the parent as the surviving entity, and all of the property, assets, rights, privileges, powers, franchises and immunities of the subsidiary shall vest in the parent, and all of the debts, liabilities, and obligations of the subsidiary shall become the debts, liabilities, and obligations of the parent.

The Effective Date of the Merger is December 31, 2014.