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ACCOUNT NO. : I20000000195

REFERENCE : 435122 7466597

AUTHORIZATION :

COST LIMIT : \$ 105.00

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ORDER DATE : December 24, 2014

ORDER TIME : 1:04 PM

ORDER NO. : 435122-010

CUSTOMER NO: 7466597

ARTICLES OF MERGER

AXIS DATA SOLUTIONS, INC.

INTO

CATHEDRAL CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: \_\_\_\_\_

OFFICIAL DATE  
1-1-15

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida 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><br>(If known/applicable) |
|------------------------------|---------------------|-------------------------------------------------|
| <u>Cathedral Corporation</u> | <u>New York</u>     | <u></u>                                         |

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

| <u>Name</u>                                     | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/applicable) |
|-------------------------------------------------|---------------------|-------------------------------------------------|
| <u>AXIS Data Solutions, Inc.</u>                | <u>Florida</u>      | <u>P14000044479</u>                             |
| <u>Creamer Print &amp; Mail Solutions, Inc.</u> | <u>California</u>   | <u>3695281</u>                                  |

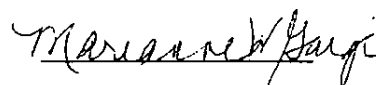
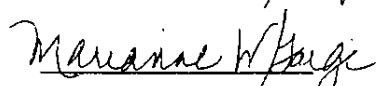

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on January 1, 2015.

**Fifth:** The Plan of Merger was adopted by the board of directors of the surviving corporation on December 16, 2014 and shareholder approval was not required.

**Sixth:** The Plan of Merger was adopted by the board of directors of the merging corporations on December 16, 2014 and shareholder approval was not required.

**Seventh: SIGNATURES FOR EACH CORPORATION**

| <u>Name of Corporation</u>           | <u>Signature of an Officer<br/>Or Director</u>                                       | <u>Typed or Printed<br/>Name of Individual<br/>&amp; Title</u> |
|--------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------|
| Cathedral Corporation                |  | Marianne W. Gaige<br>President & CEO                           |
| AXIS Data Solutions, Inc.            |  | Marianne W. Gaige<br>President                                 |
| Creamer Print & Mail Solutions, Inc. |  | Marianne W. Gaige<br>President                                 |

**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The attached 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 all of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u>                  | <u>Jurisdiction</u> |
|------------------------------|---------------------|
| <u>Cathedral Corporation</u> | <u>New York</u>     |

The name and jurisdiction of each subsidiary corporation:

| <u>Name</u>                                     | <u>Jurisdiction</u> |
|-------------------------------------------------|---------------------|
| <u>AXIS Data Solutions, Inc.</u>                | <u>Florida</u>      |
| <u>Creamer Print &amp; Mail Solutions, Inc.</u> | <u>California</u>   |

The Agreement and Plan of Merger is attached.

## PLAN OF MERGER

**SECTION 1. The Merger.** Upon the terms and subject to the conditions of this Agreement, at the Effective Time (as defined in Section 2) in accordance with the New York Business Corporation Law (the "NYBCL"), AXIS Data Solutions, Inc., a Florida corporation ("AXIS") and Creamer Print & Mail Services, Inc., a California corporation ("Creamer") shall be merged with and into Cathedral Corporation, a New York corporation ("Cathedral") and the separate existence of AXIS and Creamer shall thereupon cease (the "Merger"). Cathedral shall be the surviving corporation in the Merger (the "Surviving Corporation") and shall succeed to and assume all of the rights and obligations of AXIS and Creamer in accordance with the NYBCL.

**SECTION 2. Effective Time of the Merger.** The Merger shall become effective at such time (the "Effective Time") of the filing of a certified copy of this Agreement with the Secretary of State of the State of New York as required by the NYBCL, or January 1, 2015, whichever is later.

**SECTION 3. Effects of the Merger.** The effects of the Merger shall be as provided in the applicable provisions of Section 906 of the NYBCL and the Florida Business Corporation Act, pursuant to Section 6.07.1105, Florida Statutes.

**SECTION 4. Effect on Ownership.** (a) As of the Effective Time, by virtue of the Merger and without any action on the part of any of the constituent entities or any holder of the capital stock or membership interests of the constituent entities, the following shall occur:

- (i) each share of the Common Stock of AXIS issued and outstanding prior to the Effective Time of the Merger shall be cancelled without any consideration being paid therefore; and
- (ii) each share of the Common Stock of Creamer issued and outstanding prior to the Effective Time of the Merger shall be cancelled without any consideration being paid therefore; and
- (iii) each share of the Common Stock of Cathedral issued and outstanding prior to the Effective Time of the Merger shall be converted into the right to receive one (1) share of the Common Stock of the Surviving Corporation.

(b) Until surrendered and exchanged in accordance with this Section 2.2, each Cathedral Certificate shall be deemed at any time after the Effective Time to represent only the right to receive upon such surrender and exchange the shares of Surviving Corporation Common Stock.

**SECTION 5. Certificate of Incorporation.** At the Effective Time, the Certificate of Incorporation of Cathedral, as in effect on the date thereof, shall be the Certificate of Incorporation of the Surviving Corporation after the Effective Time until thereafter changed or amended as provided therein or by the NYBCL.

**SECTION 6. Bylaws.** At the Effective Time, the Bylaws of Cathedral, as in effect on the date thereof, shall be the Bylaws of the Surviving Corporation after the Effective Time until thereafter changed or amended as provided therein or by the NYBCL.

**SECTION 7. Directors.** The directors of Cathedral immediately prior to the Effective Time shall be, from and after the Effective Time, the directors of the Surviving Corporation until their successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

**SECTION 8. Officers.** The officers of Cathedral immediately prior to the Effective Time shall be, from and after the Effective Time, the officers of the Surviving Corporation until their successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.