

P25200

FLORIDA FILING & SEARCH SERVICES, INC.
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FILED
01 JAN -2 PM 4: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JANUARY 2, 2001

NAME: DATFLEX CORP. into COMPUCOM SYSTEMS, INC.

TYPE OF FILING: MERGER

COST:

RETURN:

RECEIVED
01 JAN -2 AM 11: 25
DIVISION OF CORPORATION

7000003518137--2

ACCOUNT: FCA000000015

cert copy

AUTHORIZATION: ABBIE/PAUL HODGE

ABH

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1/2/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

DATAFLEX CORPORATION, a Florida corporation P97000067556

INTO

COMPUCOM SYSTEMS, INC., a Delaware entity, P25200

File date: January 2, 2001

Corporate Specialist: Annette Ramsey

Account number: FCA000000015

Amount charged: 78.75

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.115, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

CompuCom Systems, Inc.

Delaware

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Dataflex Corporation

Florida

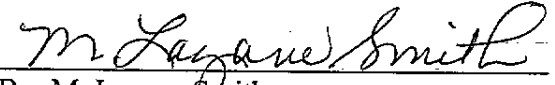
Third: The Plan of Merger is attached.

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

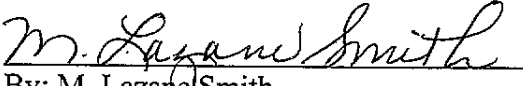
Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 20, 2000 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the board of directors of the merging corporation on December 20, 2000 and shareholder approval was not required.

COMPUCOM SYSTEMS, INC.


By: M. Lazane Smith
Its: Sr. Vice President, Chief Financial Officer

DATAFLEX CORPORATION


By: M. Lazane Smith
Its: President

PLAN OF MERGER

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

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of capital stock of the subsidiary corporation (the "Parent"):

Name

Jurisdiction

CompuCom Systems, Inc.

Delaware

The name and jurisdiction of the subsidiary corporation (the "Subsidiary"):

Name

Jurisdiction

Dataflex Corporation

Florida

The manner and basis of converting the shares of the Subsidiary 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:

Upon filing of the Articles of Merger and this Plan of Merger with the Florida Department of State (the "Effective Time"), each share of the Subsidiary issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by the Subsidiary, the Parent as the sole shareholder of the Subsidiary, or any other person, be canceled and no cash or rights or securities or other property shall be payable in respect thereof. At the Effective Time, each issued and outstanding share of the Parent shall continue as an issued and outstanding share of the Parent.

At the Effective Time, the Parent shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of the Subsidiary; and all the rights, privileges, immunities, powers and franchises of the Subsidiary on whatever account, for stock subscriptions, as well as for all other choses in action inuring or without further act or deed; the Parent shall thenceforth be responsible and liable for all liabilities and obligations of the Subsidiary and any claim existing or action or proceeding pending by or against said Subsidiary may be prosecuted to judgment as if the Merger had not taken place, or the Parent may be proceeded against or substituted in its place. Neither the rights of creditors nor any liens or security interests upon the property of the Subsidiary shall be impaired by the Merger.

The assets and liabilities of the Subsidiary, as of the Effective Time of the Merger, shall be taken upon the books of the Parent at the amounts at which they shall be carried at that time on the books of the Subsidiary. The amount of the capital surplus and earned surplus accounts of the Parent after the

Merger shall be determined by the Board of Directors of the Parent in accordance with the laws of the State of Delaware and with generally accepted accounting principles.

COMPUCOM SYSTEMS, INC.

M. Lazare Smith

By: M. Lazare Smith

Its: Sr. Vice President, Chief Financial Officer

DATAFLEX CORPORATION

M. Lazare Smith

By: M. Lazare Smith

Its: President