

P31484

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Computer Centers, INC.
~~MicroAge Integration Co.~~

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MICRORETAILING, INC., a Florida corporation, G61856

INTO

MICROAGE COMPUTER CENTERS, INC., a Delaware corporation, P31484

File date: December 21, 1998

Corporate Specialist: Cheryl Coulliette

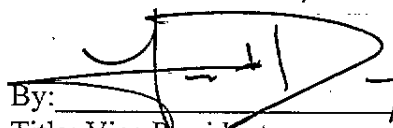
**ARTICLES OF MERGER
OF
MICRORETAILING, INC.,
A FLORIDA CORPORATION
INTO
MICROAGE COMPUTER CENTERS, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

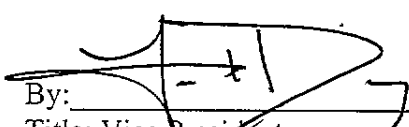
- FIRST:** The merger shall be effected pursuant to the terms of the Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A.
- SECOND:** The Plan of Merger was adopted by the sole shareholder and the Board of Directors of Microretailing, Inc., a Florida corporation (the "Merging Corporation"), on the 18th day of December, 1998, and was adopted by the sole shareholder and the Board of Directors of MicroAge Computer Centers, Inc., a Delaware corporation (the "Surviving Corporation"), on the 18th day of December, 1998.

IN WITNESS WHEREOF, the parties to the merger have caused these Articles of Merger to be executed in their respective corporate names by their duly authorized officers as of December 18, 1998

MICRORETAILING, INC.

By: 
Title: Vice President
Name: James H. Domaz

MICROAGE COMPUTER CENTERS, INC.

By: 
Title: Vice President
Name: James H. Domaz

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Exhibit A

PLAN OF MERGER

This Agreement and Plan of Merger ("Plan of Merger") sets forth the terms and conditions for the merger (the "Merger") of Microretailing, Inc., a Florida corporation (the "Merging Corporation"), into MicroAge Computer Centers, Inc., a Delaware corporation ("Surviving Corporation"). The Merging Corporation and the Surviving Corporation shall hereinafter be referred to collectively as the "Constituent Corporations."

1. The Merger; Effects of the Merger. On the effective date (as defined below), the Merging Corporation will be merged with and into the Surviving Corporation in accordance with, and with the effect provided in, Section 607.1101 of the Florida General Corporation Act; the separate existence of the Merging Corporation will cease; the Surviving Corporation will continue in existence as a Delaware corporation and will succeed to all of the rights, privileges, immunities, and properties of the Merging Corporation; and the Surviving Corporation will be responsible and liable for all of the debts, liabilities, and obligations of the Merging Corporation. Without limiting the foregoing, on and after the effective date, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations; and all property, real, personal, and mixed, and all and every other interest belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation and shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested, by deed or otherwise, in any of the Constituent Corporations shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities, and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts and liabilities had been incurred by it. Any action or proceeding, whether civil, criminal, or administrative, pending by or against any of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted as a party in such action or proceeding in place of any Constituent Corporation.

2. Effective Date of the Merger. The Merger will be effective upon the filing of the Certificate of Merger by the Delaware Secretary of State.

3. Certificate of Incorporation. No changes will be made in the Certificate of Incorporation of the Surviving Corporation in connection with the Merger and the Certificate of Incorporation of the Surviving Corporation, as heretofore amended, will continue to be its Certificate of Incorporation on and after the effective date of the Merger until further amended according to law.

4. Bylaws. No changes will be made in the Bylaws of the Surviving Corporation in connection with the Merger and the Bylaws of the Surviving Corporation, as heretofore amended, will continue to be its Bylaws on and after the effective date until further amended according to the provisions thereof and applicable law.

5. Conversion of Stock of Merging Corporation. On the effective date, by virtue of the Merger, the issued and outstanding shares of common stock of the Merging Corporation shall not be converted in any manner, but each share which is issued as of the effective date shall be surrendered and extinguished.

6. Further Assurances. If at any time after the effective date, the Surviving Corporation deems it necessary or advisable that any further assignments or assurances in law are required to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, title to, and possession of, any property or right of the Merging Corporation acquired or to be acquired as a result of the Merger, the Surviving Corporation and its proper officers and directors shall execute and deliver any deed, assignment, or other document and take any such other action as may be required and such proper officers and directors are fully authorized in the name and on behalf of the Merging Corporation or otherwise to take any and all such action.

7. Termination. This Plan of Merger may be terminated and the Merger may be abandoned by mutual consent of the respective Boards of Directors of the Constituent Corporations at any time prior to the effective date.

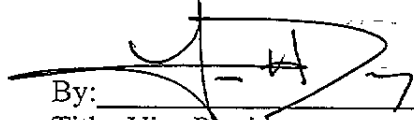
8. Amendment. This Plan of Merger may be amended by the parties hereto by action taken or authorized by their respective Boards of Directors at any time before or after approval of the matters presented in connection with the Merger by the shareholders of the Constituent Corporations. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of all of the parties hereto.

9. Headings. The headings in this Plan of Merger are inserted for convenience only and shall not constitute a part hereof.


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IN WITNESS WHEREOF, the parties to the merger have caused this Plan of Merger to be executed in their respective corporate names by their duly authorized officers as of December 18, 1998.

MICRORETAILING, INC.


By: _____
Title: Vice President
Name: James H. Domaz

MICROAGE COMPUTER CENTERS, INC.


By: _____
Title: Vice President
Name: James H. Domaz