

993000014341

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August 16, 2000

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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed for filing with your office Articles of Merger together with the Agreement and Plan of Merger. We have enclosed a check in the amount of \$78.75 for the filing fee. After filing please return the same to our office in the enclosed self addressed stamped envelope.

Thank you for your attention to this matter and should you have any questions or need any additional information, please do not hesitate to contact our office.

Sincerely yours,

Lori A. Gothard

Lori A. Gothard
Secretary to
John W. Cook

EFFECTIVE DATE
8-31-00

/lg
Enclosures

Merger
8-31-00
DMS

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*****78.75 *****78.75

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TALLAHASSEE FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE CARTRIDGE SOURCE, INC., a Florida corporation, P93000014341

INTO

THE CARTRIDGE SOURCE, INC.. an Ohio corporation not qualified in Florida

File date: August 21, 2000, effective August 31, 2000

Corporate Specialist: Doug Spittler

FILED
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CLERK OF DISTRICT COURT
MILLANESSE, FLORIDA
ess Corporation

First: The name and jurisdiction of the surviving corporation is:

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

Third: The Plan of Merger is attached.

OR 08 / 31 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 August 10, 2000

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 August 10, 2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

EFFECTIVE DATE *(Attach additional sheets if necessary)*
8-31-80

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

The Cartridge
Source, Inc.

Koy L. Whitacre

Koy L. Whitacre, President

The Cartridge
Source, Inc.

Koyl. Whitacre

Koy L. Whitacre, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF REORGANIZATION, dated as of August 10, 2000, by and among THE CARTRIDGE SOURCE, INC., an Ohio corporation ("TCSI Ohio") and THE CARTRIDGE SOURCE, INC., a Florida corporation ("TCSI Florida").

Recitals

A. The Boards of Directors and Shareholders of TCSI OHIO and TCSI FLORIDA have adopted and approved the merger of TCSI FLORIDA into TCSI OHIO (the "Merger"), pursuant to this Agreement and Plan of Merger (the "Merger Agreement") and the transactions contemplated hereby in accordance with the applicable provisions of the Ohio Revised Code and Florida Statutes which permit such merger.

B. For federal income tax purposes it is intended that the Merger shall qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

ARTICLE I THE MERGER

1.1 The Merger. At the Effective Time (as defined in Section 1.2) and subject to the terms and conditions of this Merger Agreement, TCSI FLORIDA shall be merged into TCSI OHIO and the separate existence of TCSI FLORIDA shall thereupon cease, in accordance with the applicable provisions of the Ohio Revised Code and the Florida Statutes. TCSI OHIO will be the surviving corporation in the Merger (sometimes referred to herein as the "Surviving Corporation") and will continue to be governed by the laws of the State of Ohio.

1.2 Effective Time. The constituent corporations will cause a duly executed Certificate of Merger to be filed with the office of the Secretary of State of Ohio, as required by Section 1701.78 of the Ohio Revised Code and will cause Articles of Merger to be filed with the office of the Secretary of State of Florida as required by Section 607.1105 of the Florida Statutes. The Merger will become effective on August 31, 2000 (the "Effective Time").

ARTICLE II
THE SURVIVING CORPORATION

2.1 Articles of Incorporation. The Articles of Incorporation of TCSI OHIO as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation after the Effective Time.

2.2 Code of Regulations. The Code of Regulations of TCSI as in effect immediately prior to the Effective Time shall be the Code of Regulations of the Surviving Corporation after the Effective Time.

ARTICLE III
CONVERSION OF SHARES

3.1 Conversion of Shares in the Merger. At the Effective Time, by virtue of the Merger, the manner and basis of converting the shares of TCSI FLORIDA into shares of TCSI OHIO:

(a) Each shareholder of TCSI FLORIDA shall surrender such shareholder's certificate or certificates to TCSI OHIO. Upon surrender there shall be issued to the respective holders thereof, in substitution therefore, certificates for fully paid and non-assessable common shares of TCSI OHIO in the ratio of one (1) common share of TCSI OHIO for each issued and outstanding share of TCSI FLORIDA.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Reorganization on the date first above written.

TCSI OHIO:

THE CARTRIDGE SOURCE, INC.

By Koy L. Whitacre
Koy L. Whitacre, President

TCSI FLORIDA:

THE CARTRIDGE SOURCE, INC.

By Koy L. Whitacre
Koy L. Whitacre, President