



P93000082038

ACCOUNT NO. : 072100000032

REFERENCE : 524254 7172501

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70

ORDER DATE : December 21, 1999

ORDER TIME : 9:31 AM

ORDER NO. : 524254-005

CUSTOMER NO: 7172501

CUSTOMER: Mr. Neil Beylus
Office Depot, Inc.
P.O. Box 5029

Boca Raton, FL 33431-9872

Merger

100003077711--3

ARTICLES OF MERGER

ODO, INC.

INTO

THE OFFICE CLUB INC.

FILED
99 DEC 22 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

DD

12/22/99

RECEIVED
99 DEC 22 AM 10:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ODO, INC., a Florida corporation P93000082038
,

INTO

THE OFFICE CLUB, INC., a California corporation not qualified in Florida.

File date: December 22, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

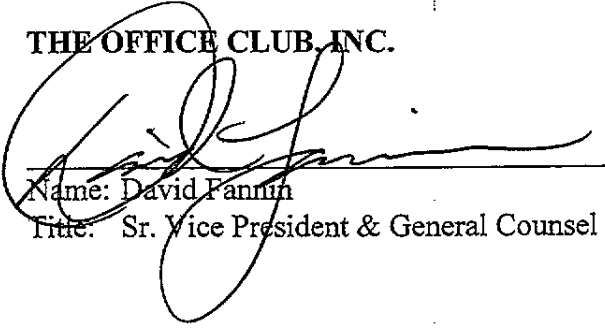
ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Section 607.1405, F.S. of the Florida Business Corporation Act.

- First: The name and jurisdiction of the surviving corporation is: The Office Club, Inc., a California corporation (the "Survivor").
- Second: The name and jurisdiction of the non-surviving corporation is: ODO, Inc., a Florida corporation (the "Merging Corporation").
- Third: The Plan of Merger is attached hereto as Exhibit A.
- Fourth: The Plan of Merger was adopted by the shareholders of the Survivor on December 20 1999.
- Fifth: The Plan of Merger was adopted by the shareholders of the Merging Corporation on December 20, 1999.

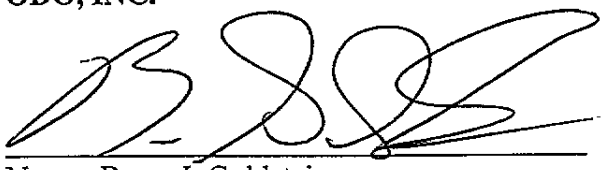
In witness whereof, the undersigned have hereby executed these Articles of Merger as of the 20 day of December, 1999.

THE OFFICE CLUB, INC.


Name: David Fannin

Title: Sr. Vice President & General Counsel

ODO, INC.


Name: Barry J. Goldstein

Title: Executive Vice President & Secretary

EXHIBIT A

PLAN OF MERGER
BETWEEN
THE OFFICE CLUB, INC.
AND
ODO, INC.

This Plan of Merger is entered into on December 20, 1999 between The Office Club, Inc., a California corporation (the "Survivor"), and ODO, Inc., a Florida corporation (the "Merging Corporation").

1. The Merging Corporation shall be merged with and into the Survivor (the "Merger").
2. The effective date of the Merger is the date upon which a copy of this Articles of Merger of Merger are filed with the Secretary of State of Florida (the "Effective Date").
3. The terms and conditions of the Merger are as follows:
 - a. The separate existence of the Merging Corporation shall cease upon the Effective Date in accordance with the provisions of the Florida Business Corporation Act.
 - b. The Survivor shall continue its existence under its present name, article of incorporation and bylaws pursuant to the provisions of the General Corporation Law of the State of California.
 - c. The officers of the Survivor upon the Effective Date shall continue to be the officers of the Survivor, all of whom shall hold their office until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Survivor.
 - d. Upon the Effective Date, each issued and outstanding share of the Merging Corporation's Common Stock shall, by virtue of the Merger and without any action of the Merging Corporation, the Survivor or any other person, be canceled and no cash or securities or other property shall be payable in respect thereof.

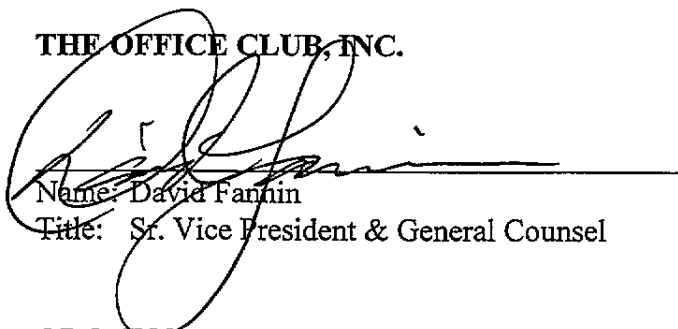
- e. At and after the Effective Date, the Survivor shall possess all the rights, privileges, immunities and franchises, of both a public and private nature, and be subject to all the duties and liabilities, of the Merging Corporation; and all rights, privileges immunities and franchises of the Merging Corporation, and all property, real, personal, intangible and mixed, and all debts due on whatever account, including subscriptions to shares, and all and every other interest, of or belonging to the Merging Corporation shall be taken and deemed to be transferred to and vested in the Survivor without further act or deed; and title to any real estate, or any interest therein, vested in any the Merging Corporation shall not revert or be in any way impaired by reason of the Merger; and the Survivor shall thenceforth be responsible and liable for all liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment as if the Merger had not taken place or the Survivor may be substituted in its place

- 4. This Plan of Merger herein entered into has been approved by the board of directors entitled to vote thereon of the Merging Corporation and of the Survivor in the manner prescribed by the provisions of the General Corporation Law of the State of California and the Florida Business Corporation Act.
- 5. The Merging Corporation and the Survivor hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of California and Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the first date written above.

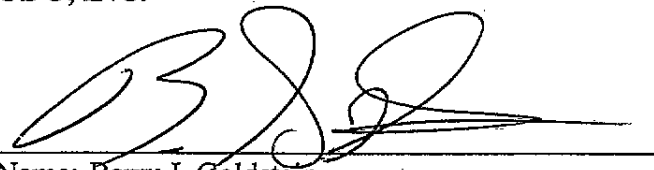
THE OFFICE CLUB, INC.



Name: David Fannin

Title: Sr. Vice President & General Counsel

ODO, INC.



Name: Barry J. Goldstein

Title: Executive Vice President & Secretary