

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P94000013143

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

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-12/27/01--01019--019
*****78.75 *****78.75

DATE: 12-27-01

REF. #: 0262.4069

CORP. NAME: COASTAL COLOR WORKS, INC.

MERGING INTO: COASTAL REPROGRAPHICS, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED
2001 DEC 27 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 501199 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

EFFECTIVE DATE
12-31-01

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

RECEIVED
01 DEC 27 AM 10:09
DIVISION OF CORPORATIONS

C. Coulllette DEC 27 2001

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

COASTAL COLOR WORKS, INC., a Florida corporation, P98000106716

INTO

COASTAL REPROGRAPHICS, INC., a Florida entity, P94000013143

File date: December 27, 2001, effective December 31, 2001

Corporate Specialist: Cheryl Coulliette

FILED
2001 DEC 27 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND ARTICLES OF MERGER

THIS AGREEMENT is made and entered into this 19th day of December, 2001, by and between **COASTAL COLOR WORKS, INC.**, a Florida corporation ("Color Works") and **COASTAL REPROGRAPHICS, INC.**, a Florida corporation ("Reprographics"), and constitutes the Articles of Merger for the merger of such corporations in accordance with Section 607.1105, Florida Statutes.

WITNESSETH:

WHEREAS, the Board of Directors of Color Works and Reprographics (collectively, the "Constituent Corporations") deem it advisable and generally to the welfare of the Constituent Corporations and their respective shareholders that Color Works be merged with and into Reprographics, as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, Color Works, by its Articles of Incorporation, which were filed by the Department of State of the State of Florida on December 21, 1998, has an authorized capitalization of 100,000 shares of common stock, par value \$1.00 per share, of which 100 shares are now issued and outstanding; and

WHEREAS, Reprographics, by its Articles of Incorporation, which were filed by the Department of State of the State of Florida on February 14, 1994, has an authorized capitalization of 10,000 shares of common stock, par value \$1.00 per share, of which 9,000 shares are now issued and outstanding.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that Color Works shall merge with and into Reprographics with Reprographics being the surviving corporation pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Agreement and Articles of Merger:

1. The name, street address of its principal office, jurisdiction, and entity type of the merging corporation are as follows:

EFFECTIVE DATE
12-31-01

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Coastal Color Works, Inc. 7999 Phillips Highway, Ste. 202 Jacksonville, Florida 32256	Florida	Corporation

FEI Number: 59-3549513

2. The name, street address of its principal office, jurisdiction, and entity type of the surviving corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Coastal Reprographics, Inc. 7999 Phillips Highway, Ste. 202 Jacksonville, Florida 32256	Florida	Corporation

FEI Number: 59-3224651

3. The merger shall be in accordance with the Plan of Merger attached hereto as Exhibit "A" (the "Plan of Merger"). The Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

4. The Plan of Merger was adopted by the Board of Directors and shareholders of Color Works on December 19, 2001.

5. The Plan of Merger was adopted by the Board of Directors and shareholders of Reprographics on December 19, 2001.

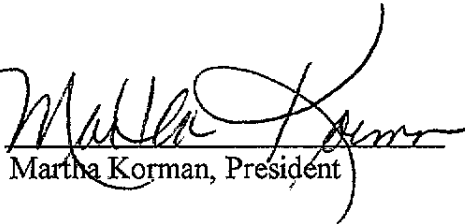
6. The merger is permitted and not prohibited under the laws of the State of Florida and is not prohibited by the agreement of any corporation that is a party to the merger.

7. The merger shall become effective as December 31, 2001 at 11:59 p.m.

8. These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be executed in accordance with the laws of the State of Florida.

COASTAL COLOR WORKS, INC.,
a Florida corporation

By: 
Martha Korman, President

COASTAL REPROGRAPHICS, INC.,
a Florida corporation

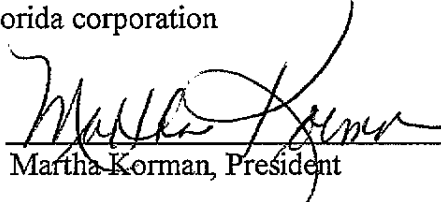
By: 
Martha Korman, President

EXHIBIT "A"

PLAN OF MERGER

1. The name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Coastal Color Works, Inc.	Florida

2. The name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Coastal Reprographics, Inc.	Florida

3. The terms and conditions of the merger are as follows:

In accordance with Section 368(a)(1)(A) of the Internal Revenue Code, Coastal Color Works, Inc. will be merged into Coastal Reprographics, Inc., and Coastal Reprographics, Inc. shall be the surviving corporation.

4. The manner and basis of converting the shares of Coastal Color Works, Inc. into shares of Coastal Reprographics, Inc., are as follows:

Each issued and outstanding share of capital stock of Coastal Color Works, Inc. shall be converted into one (1) share of capital stock of Coastal Reprographics, Inc.

5. Article III of the Articles of Incorporation of Coastal Reprographics, Inc. is deleted in its entirety and the following is substituted in its place and stead:

ARTICLE III - CAPITAL STOCK

(a) Authorized Capitalization. The Total number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of Class A, voting common stock, par value \$1.00 per share (the "Voting Common Stock"), and 100,000 shares of Class B, nonvoting common stock, par value \$1.00 per share (the "Nonvoting Common Stock").

(b) Payment for Stock. The consideration for the issuance of capital stock of this corporation may be paid, in whole or in part, in cash, in promissory notes, in

other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(c) Voting.

(i) The entire voting power of this corporation shall be vested in the Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this corporation. Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. This distinction in voting rights shall be the sole difference between the Voting Common Stock and the Nonvoting Common Stock.

(ii) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(d) Dividends. Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

(e) Preference in the Event of Liquidation.

(i) Upon the liquidation, dissolution or winding up of the business of this corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis.

(ii) A consolidation, merger or other similar reorganization of this corporation shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of the preceding paragraph.

(f) Amendment. The provisions of this Article III of the Articles of Incorporation may be amended or modified only by the unanimous vote of the holders of the Voting Common Stock of this corporation.

6. All capital stock issued and outstanding as of the date of merger shall maintain its voting rights and be Class A Voting Common Stock, including the capital stock of Coastal Reprographics, Inc. issued to shareholders of Coastal Color Works, Inc. pursuant to the merger.