

P94000035054

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHOTOFAX INCORPORATED OF FLORIDA, a Florida corporation, document
number P94000035054

INTO

PHOTOFAX INTERNATIONAL CORPORATION, an Illinois corporation not
qualified in Florida.

File date: January 9, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P94000035054

ACCOUNT NO. : 072100000032

REFERENCE : 162627 4805660

AUTHORIZATION :

COST LIMIT :

Patricia Pignatelli
\$ ~~20.00~~ 20.00

ORDER DATE : November 20, 1996

ORDER TIME : 11:05 AM

ORDER NO. : 162627-015

400002016894--0

CUSTOMER NO: 4805660

CUSTOMER: Bradley T. Freeman, Esq.
Schnell Richards Brown &
1250 Larkin Avenue

Elgin, IL 60123

ARTICLES OF MERGER

PHOTOFAX INCORPORATED OF
FLORIDA

INTO

PHOTOFAX INTERNATIONAL
CORPORATION

FILED
96 JAN -9 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

Merge
CKG
1-10

RECEIVED
96 DEC -2 PM 12:16
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1996

CSC NETWORKS
MICHAEL E. KLUNK
TALLAHASSEE, FL 32301

SUBJECT: PHOTOFAX INCORPORATED OF FLORIDA
Ref. Number: P94000035054

2nd
RECEIVED
7 JAN -9 PM 3:38
DEPT OF CORP
RESUBMIT
Please give original
submission date as file date.

We have received your document for PHOTOFAX INCORPORATED OF FLORIDA and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1996 annual report. The corporation must be reinstated before this document can be filed.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1996 through the current year, \$138.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$375.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 1996 Annual Report and Supplemental Fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 596A00053998

ARTICLES OF MERGER OF
PHOTOFAX INCORPORATED OF FLORIDA
AND
PHOTOFAX INTERNATIONAL CORPORATION

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging PHOTOFAX INCORPORATED OF FLORIDA with and into PHOTOFAX INTERNATIONAL CORPORATION.

2. The shareholders entitled to vote on the aforesaid Plan of Merger of PHOTOFAX INCORPORATED OF FLORIDA approved and adopted by the Plan of Merger at a meeting of said shareholders held on September 18, 1996.

3. The merger of PHOTOFAX INCORPORATED OF FLORIDA with and into PHOTOFAX INTERNATIONAL CORPORATION is permitted by the laws of the jurisdiction of organization of PHOTOFAX INTERNATIONAL CORPORATION and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of PHOTOFAX INTERNATIONAL CORPORATION was September 18, 1996.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 9:00 AM on December 2, 1996.

Executed September 18, 1996.

PHOTOFAX INCORPORATED OF
FLORIDA

By Karen S. DeBoer
Karen S. DeBoer, President

ATTEST:

Dawn Paulsen
Dawn Paulsen, Secretary

PHOTOFAX INTERNATIONAL
CORPORATION

By Karen S. DeBoer
Karen S. DeBoer, President

ATTEST:

Dawn Paulsen
Dawn Paulsen, Secretary

FILED
96 JAN -9 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER adopted on September 18, 1996 by resolution of the Board of Directors of PHOTOFAX INCORPORATED OF FLORIDA, a business corporation organized under the laws of the State of Florida, and adopted on September 18, 1996 by resolution of the Board of Directors of PHOTOFAX INTERNATIONAL CORPORATION, a business corporation organized under the laws of the State of Illinois. The names of the corporations planning to merge are PHOTOFAX INCORPORATED OF FLORIDA, a business corporation organized under the laws of the State of Florida, and PHOTOFAX INTERNATIONAL CORPORATION, a business corporation organized under the laws of the State of Illinois. The name of the surviving corporation into which PHOTOFAX INCORPORATED OF FLORIDA plans to merge is PHOTOFAX INTERNATIONAL CORPORATION.

1. PHOTOFAX INCORPORATED OF FLORIDA and PHOTOFAX INTERNATIONAL CORPORATION shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of PHOTOFAX INTERNATIONAL CORPORATION, be merged with and into a single corporation, to-wit, PHOTOFAX INTERNATIONAL CORPORATION, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of PHOTOFAX INCORPORATED OF FLORIDA, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the by laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

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5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at that effective time and place of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Illinois, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.