

Document Number Only

P95000055357

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

000002232950--2
-07/08/97--01066--010
*****70.00 *****70.00

Merger
American Micro-Image, Inc.
into.
Carson Systems, Inc., Southeast

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Limited Liability Partnership | | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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Thanks,
Melanie

CR2E031 (1-89)

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97 JUL -8 PM 2:39
TALLAHASSEE
97 JUL -8 PM 1:08

P95000055357

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AMERICAN MICRO-IMAGE, INC., a Florida corporaiton M03463

INTO

LASON SYSTEMS, INC., SOUTHEAST, a Florida corporation, P95000055357.

File date: July 8, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

OF

AMERICAN MICRO-IMAGE, INC.,
a Florida corporation

INTO

LASON SYSTEMS, INC., SOUTHEAST,
a Florida corporation

FILED
97 JUL -8 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For Parent and Subsidiary Profit Corporations

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

1. The name of each constituent corporation is:

Lason Systems, Inc., Southeast (Parent - hereinafter referred to as "Lason")
American Micro-Image, Inc. (Wholly Owned Subsidiary - hereinafter referred to as "AMII")

2. The name of the surviving corporation is:

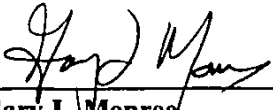
LASON SYSTEMS, INC., SOUTHEAST

3. The plan of merger is as follows:

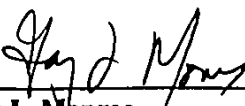
- (a) Lason has authorized capital stock consisting of ten thousand (10,000) shares of Common Stock, of which one thousand (1,000) shares of Common Stock are issued and outstanding and will be issued and outstanding on the effective date of the merger.
- (b) AMII has authorized capital stock consisting of seven thousand five hundred (7,500) shares of Common Stock, of which two hundred (200) shares of Common Stock are issued and outstanding in the name of Lason, the sole Shareholder of AMII.
- (c) On the effective date of the merger, AMII shall be merged into Lason. Lason shall be the surviving corporation with its corporate existence unaffected and unimpaired by the merger. The separate existence and corporate organization of AMII shall cease upon the effective date of the merger.
- (d) On the effective date of the merger, each share of the capital stock of Lason issued and outstanding shall continue as an identical share of Lason as the surviving corporation.

- (e) On the effective date of the merger, each share of the capital stock of AMII issued and outstanding shall be canceled and shall cease to exist without any action on the part of the holder thereof and the holder thereof shall receive One and no/100 (\$1.00) Dollar in full payment of its stock ownership in AMII.
 - (f) The shareholder of AMII who, except for the applicability of Section 607.1104(1)(b)4 of the Florida Business Corporation Act, would be entitled to vote and to dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.
 - (g) If at any time each of the constituent corporations shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and Directors of each constituent corporation, as of the effective date of this merger, shall execute such conveyances or documents or take such action.
- 4. The effective date of the merger shall be upon filing.
 - 5. The surviving corporation, Lason, owns one hundred (100%) percent of AMII. In accordance with the provisions of the Florida Business Corporation Act, the approval of the Shareholder of each of the constituent corporations was not required.
 - 6. The Plan of Merger was adopted by the Board of Directors of each constituent corporation on July 1, 1997.

AMERICAN MICRO-IMAGE, INC.,
a Florida corporation

By: 
Gary L. Monroe
Its: Chairman of the Board

LASON SYSTEMS, INC., SOUTHEAST,
a Florida corporation

By: 
Gary L. Monroe
Its: Chairman of the Board