

P95000055357

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002088229--7
-02/14/97--01059--021
*****122.50 *****122.50

900002088229--7

-02/14/97--01059--022
*****35.00 *****35.00

Lason Systems, Inc. Southeast

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

2/14 M. HENDRICKS FEB 14 1997

file 1st

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALPHA IMAGING, INC., A FLORIDA CORPORATION , P95000032479.

ALPHA MICRO GRAPHICS SUPPLY, INC., A FLORIDA CORPORATION,
F77010.

INTO

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

File date: February 14, 1997

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER

For Parent and Subsidiary Profit Corporations

FILED
97 FEB 14 PM 3:47
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

1. The name of each constituent corporation is:

Lason Systems, Inc., Southeast (Parent - hereinafter referred to as "Lason")
Alpha Imaging, Inc. (Wholly Owned Subsidiary - hereinafter referred to as "Imaging")
Alpha Micro Graphics Supply, Inc. (Wholly Owned Subsidiary - hereinafter referred to as "Micro")

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) Imaging has authorized capital stock consisting of one thousand (1,000) 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 Imaging.
- (c) Micro has authorized capital stock consisting of one thousand (1,000) 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 Micro.
- (d) On the effective date of the merger, Imaging and Micro shall be merged into Lason. Lason shall be the surviving corporation with its corporate existence unaffected and unimpaired by the merger. The separate existences and corporate organizations of Imaging and Micro shall cease upon the effective date of the merger.
- (e) 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.
- (f) On the effective date of the merger, each share of the capital stock of Imaging 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 Imaging.
- (g) On the effective date of the merger, each share of the capital stock of Micro 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 Micro.

- (h) The shareholders of Imaging and Micro 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.
 - (i) 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 the date on which these Articles of Merger are filed by the Florida Secretary of State, Division of Corporations.
 - 5. The surviving corporation, Lason, owns one hundred (100%) percent of Imaging and Micro. In accordance with the provisions of the Florida Business Corporation Act, the approval of the Shareholders 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 February 12, 1997.

ALPHA IMAGING, INC.
a Florida corporation

BY: _____

Gary L. Monroe
Gary L. Monroe
Chairman of the Board

ALPHA MICRO GRAPHICS SUPPLY, INC.
a Florida corporation

BY: _____

Gary L. Monroe
Gary L. Monroe
Chairman of the Board

LASON SYSTEMS, INC., SOUTHEAST
a Florida corporation

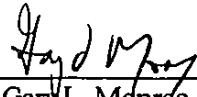
BY: _____

Gary L. Monroe
Gary L. Monroe
Chairman of the Board

WAIVER OF MAILING

The undersigned, Lason Systems, Inc., Southeast, a Florida corporation ("Lason"), being the sole Shareholder of Alpha Imaging, Inc., a Florida corporation ("Imaging"), and Alpha Micro Graphics Supply, Inc., a Florida corporation ("Micro"), hereby acknowledges receipt of a copy of the Plan of Merger wherein Imaging and Micro are merged into Lason and hereby waives the requirement that the Plan of Merger be mailed to each Shareholder of the subsidiary under the Florida Business Corporation Act.

LASON SYSTEMS, INC., SOUTHEAST
a Florida corporation

BY: 
Gary L. Monroe
Chairman of the Board

Dated: February 12, 1997