

Document Number Only

P95000055357

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

500002386275--3

-12/30/97--01065--041

*****70.00 *****70.00

Lason Systems, Inc., Southeast

merging into:

Lason Systems, Inc.

FILED
97 DEC 30 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/97

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

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W.P. Verifier

12/30

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Merger

VS DEC 31 1997

CR2E031 (1-89)

P95000055357

ARTICLES OF MERGER
Merger Sheet

MERGING:

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

INTO

LASON SYSTEMS, INC., a Delaware corporation not qualified in Florida.

File date: December 30, 1997, effective December 31, 1997

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
LASON SYSTEMS, INC., SOUTHEAST
(a Florida corporation)
INTO
LASON SYSTEMS, INC.
(a Delaware corporation)

* * * * *

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TALLAHASSEE FLORIDA
EFFECTIVE DATE
12/31/97

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, Lason Systems, Inc., a Delaware corporation (the "Surviving Corporation"), and Lason Systems, Inc., Southeast, a Florida corporation (the "Merging Corporation"), hereby submit these Articles of Merger for the purpose of merging the Merging Corporation into the Surviving Corporation:

I.

The Surviving Corporation owns all of the issued and outstanding shares of capital stock of the Merging Corporation.

II.

The Plan of Merger attached hereto as Exhibit A and the performance of the terms thereof were duly adopted and approved by the Board of Directors of the Surviving Corporation on the 29th day of December 1997, in the manner prescribed by the General Corporation Law of Delaware.

III.

Approval of the foregoing Plan of Merger by the sole shareholder of the Merging Corporation and the sole stockholder of the Surviving Corporation was not required because the Plan of Merger was adopted pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law.

IV.


The sole shareholder of the Merging Corporation waived the mailing requirements of Section 607.1104(b)(2) of the Florida Business Corporation Act.

V.

The merger hereby accomplished shall become effective at 11:59:59 p.m. EST on December 31, 1997.

Signed this 29th day of December 1997.

LASON SYSTEMS, INC.

By: 
Gary L. Monroe, President and Chief
Executive Officer

LASON SYSTEMS, INC., SOUTHEAST

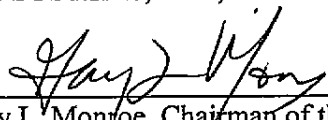
By: 
Gary L. Monroe, Chairman of the Board

EXHIBIT A
(Florida)

PLAN OF MERGER

1. The name of the parent corporation proposing to merge is Lason Systems, Inc., a Delaware corporation (the "Surviving Corporation"), and the name of the subsidiary corporation proposing to merge is Lason Systems, Inc., Southeast, a Florida corporation (the "Merging Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter referred to collectively as the "Constituent Corporations".

2. Until the effective time of the merger (the "Effective Time"), each of the Constituent Corporations shall continue to conduct its business without material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business.

3. As of the Effective Time, the Merging Corporation shall merge with and into the Surviving Corporation and the name of the surviving corporation shall be Lason Systems, Inc.

4. As of the Effective Time, the Merging Corporation's liabilities and assets of every nature shall become those of the Surviving Corporation by operation of law.

5. Any and all shares of the Merging Corporation's capital stock issued and outstanding at the Effective Time shall, as of the Effective Time and by virtue of the merger, be canceled and retired, and no consideration shall be issued in exchange therefor. Shares of the Surviving Corporation shall continue to be outstanding without change.

6. The shareholders of the Merging Corporation who, except for the applicability of Section 607.1104 of the 1989 Business Corporation Act of Florida, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, may be entitled, if they comply with the provisions of the act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

7. The Certificate of Incorporation of Lason Systems, Inc., as presently constituted, shall continue as the Certificate of Incorporation of the Surviving Corporation without change.

8. Provided that the Articles of Merger are presented to the appropriate government authority for filing on or before the Effective Time, the merger accomplished hereby shall be deemed to be completed for purposes of this Plan of Merger as of the Effective Time, notwithstanding the fact that such filing is not perfected as of the Effective Time.

9. The Effective Time of the merger shall be at 11:59:59 p.m., EST on December 31, 1997.