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(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

(Business Entity Name)

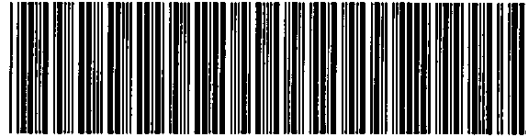
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TALLAHASSEE, FLORIDA

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HINES NORMAN HINES, P.L.

ATTORNEYS AT LAW

**JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
ROBERT D. HINES
JUDY KARNIEWICZ
MICAH G. KEATING
KELLY N. CATOE**

315 S. Hyde Park Avenue
Tampa, Florida 33606
(813) 251-8659
Fax (813) 254-6153
www.hnh-law.com

OFFICES IN:

TAMPA
SUN CITY CENTER

October 4, 2006

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Merger between **L & M Investments of Lutz, LLC** and **MG Office Products, Inc.**

Dear Sir or Madam:

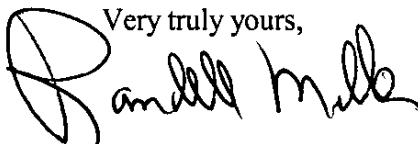
Enclosed please find:

1. An original of Articles of Merger dated September 28, 2006 regarding L & M Investments of Lutz, LLC and MG Office Products, Inc.
2. A copy of Agreement and Plan of Merger dated September 29, 2006 between L & M Investments of Lutz, LLC and MG Office Products, Inc.

We have enclosed a check in the amount of \$90.00 to cover the filing fees for the aforesaid merger and one certified copy of the Articles of Merger.

We appreciate your assistance in this matter. If you have any questions or comments, please contact us.

Very truly yours,



Randell M. Miller
For the Firm

RMM/MGK
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MG Office Products, Inc.
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Randell M. Miller
(Contact Person)

Hines Norman Hines, P.L.
(Firm/Company)

315 S. Hyde Park ave.
(Address)

Tampa, FL 33606
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Randell miller at (813) 251-8659
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 10, 2006

HINES NORMAN HINES P.L.
315 HYDE PARK AVENUE
TAMPA, FL 33606

SUBJECT: MG OFFICE PRODUCTS, INC.
Ref. Number: P95000071902

We have received your document for MG OFFICE PRODUCTS, INC. and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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 (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 706A00060145

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ARTICLES OF MERGER

Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned business entities hereby adopt the following Articles of Merger for the purpose of merging them into one corporation.

1. The names of the business entities which are parties to the merger are: L & M INVESTMENTS OF LUTZ, LLC, a Florida limited liability company, the absorbed corporation, and MG OFFICE PRODUCTS, INC., a Florida corporation, the surviving corporation.

2. The Merger shall become legally effective as of 12:01 A.M., October 31, 2006.

3. The Agreement and Plan of Merger dated Sept. 29, 2006, pursuant to which L & M INVESTMENTS OF LUTZ, LLC shall be merged with and into MG OFFICE PRODUCTS, INC. was unanimously adopted by the managers and member of L & M INVESTMENTS OF LUTZ, LLC by resolutions adopted on Sept. 28, 2006, and by the directors and shareholders of MG OFFICE PRODUCTS, INC. by resolutions adopted on Sept. 28, 2006. The Agreement and Plan of Merger is attached hereto.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of L & M INVESTMENTS OF LUTZ, LLC and MG OFFICE PRODUCTS, INC. by their respective authorized officers, on the dates set forth below.

L & M INVESTMENTS OF LUTZ, LLC

By: Michael J. Graham
Michael J. Graham, as its President

Date: 9/28/06

By: Lisa S. Graham
Lisa S. Graham, as its Secretary

Date: 9/27/06

MG OFFICE PRODUCTS, INC.

By: Michael J. Graham
Michael J. Graham, as its President

Date: 9/28/06

By: Lisa S. Graham
Lisa S. Graham, as its Secretary

Date: 9-27-06

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as this "Agreement") is entered into on Sept. 29, 2006, between MG OFFICE PRODUCTS, INC., (sometimes hereinafter referred to as "surviving corporation"), a Florida corporation, and L & M INVESTMENTS OF LUTZ, LLC (sometimes hereinafter referred to as "absorbed company"), a Florida limited liability company.

STIPULATIONS

A. MG OFFICE PRODUCTS, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 1644 Land O'Lakes Blvd., Lutz, FL 33549.

B. MG OFFICE PRODUCTS, INC. has a capitalization of Ten Thousand (10,000) authorized shares of One Dollar (\$1.00) par value capital stock of which One Hundred (100) shares are issued and outstanding. All of the issued and outstanding shares are owned by Michael J. Graham and Lisa S. Graham.

C. L & M INVESTMENTS OF LUTZ, LLC is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 1640 Land O'Lakes Blvd., Lutz, FL 33549.

D. L & M INVESTMENTS OF LUTZ, LLC has a capitalization of Ten Thousand (10,000) authorized membership units of One Dollar (\$1.00) par value membership units of which One Thousand (1,000) membership units are issued and outstanding. All of the issued and outstanding membership units are owned by MG OFFICE PRODUCTS, INC.

The respective shareholders/members and respective Boards of Directors/Managers of the absorbed company and the surviving corporation deem it desirable and in the best interests of both entities and their respective shareholders/members that L & M INVESTMENTS OF LUTZ, LLC be

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merged into MG OFFICE PRODUCTS, INC., pursuant to the provisions of Chapter 608 of the Florida Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the absorbed company and the surviving corporation hereby agree as follows:

1. **MERGER**

L & M INVESTMENTS OF LUTZ, LLC shall merge with and into MG OFFICE PRODUCTS, INC., which shall be the surviving corporation.

2. **TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the absorbed company shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed company, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed company and neither the rights of creditors nor any liens on the property of the absorbed company shall be impaired by the merger.

3. **CONVERSION OF SHARES**

The manner and basis of converting the membership units of the absorbed company into shares of the surviving corporation shall be as follows:

a. Each membership unit of the One Dollar (\$1.00) par value membership units of the absorbed company issued and outstanding on the effective date of the merger, shall be converted into one (1) Share of the One Dollar (\$1.00) par value capital stock of MG OFFICE PRODUCTS, INC., which shares of capital stock of the surviving corporation shall thereupon be issued and outstanding.

b. Within seven (7) business days after the effective date of the merger, each holder of certificates of membership units in the absorbed company shall surrender them to the surviving

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corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such certificates, the surviving corporation shall issue and exchange therefor, certificates or shares of capital stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled, as determined above.

c. The holder of certificates of membership units of the absorbed company shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholder. Thereafter, the shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issued to him hereunder, which may have been declared and paid between the effective date of the merger and the issuance to the shareholder of the certificate for his shares of capital stock in the surviving corporation.

4. **CHANGES IN ARTICLES OF INCORPORATION**

The Articles of Incorporation of the surviving corporation, MG OFFICE PRODUCTS, INC., shall continue to be its Articles of Incorporation following the effective date of the merger.

5. **CHANGES IN BYLAWS**

The Bylaws of the surviving corporation, MG OFFICE PRODUCTS, INC., shall continue to be its Bylaws following the effective date of the merger.

6. **DIRECTORS AND OFFICERS**

The directors and officers of the surviving corporation, MG OFFICE PRODUCTS, INC., as of the effective date of the merger, shall continue to be the directors and officers of the surviving corporation for the full, unexpired term of their respective offices and until their successors have been duly elected or duly appointed and qualified.

7. **PROHIBITED TRANSACTIONS**

Neither the absorbed company nor the surviving corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

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8. **APPROVAL BY SHAREHOLDERS**

This Agreement shall reflect the approval of the respective members/shareholders of the absorbed company and the surviving corporation, upon the execution of this Agreement by such members/shareholders.

9. **EFFECTIVE DATE OF THE MERGER**

The effective date of the merger shall be October 31, 2006, at 12:01 a.m.

EXECUTED on behalf of the parties, by their respective Presidents, and their respective Secretaries, pursuant to the authorization of their respective Boards of Directors/Managers and of their respective shareholders/members, on the date set forth hereinbelow.

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[Signature Page Follows]

Signed, Sealed, and Delivered
In the Presence of:

Maria Schaefer
Signature of Witness
By: Maria Schaefer

Tanya Morrey
Signature of Witness
By: Tanya Morrey

Maria Schaefer
Signature of Witness
By: Maria Schaefer

Tanya Morrey
Signature of Witness
By: Tanya Morrey

Signed, Sealed, and Delivered
In the Presence of:

Maria Schaefer
Signature of Witness
By: Maria Schaefer

Tanya Morrey
Signature of Witness
By: Tanya Morrey

Maria Schaefer
Signature of Witness
By: Maria Schaefer

Tanya Morrey
Signature of Witness
By: Tanya Morrey

MG OFFICE PRODUCTS, INC.

By: Michael J. Graham
Michael J. Graham, as its President
Date: 9-29-06

By: Lisa S. Graham
Lisa S. Graham, as its Secretary
Date: 9-27-06

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L & M INVESTMENTS OF LUTZ, LLC

By: Michael J. Graham
Michael J. Graham, as its President
Date: 9-29-06

By: Lisa S. Graham
Lisa S. Graham, as its Secretary
Date: 9-27-06

MG OFFICE PRODUCTS, INC., as Member

By: Michael J. Graham
Michael J. Graham, as its President
Date: 9-29-06