

P96000014002

Document Number Only

RECEIVED
96 FEB 14 PM 2:39
DIVISION OF CORPORATION

FILED
96 FEB 14 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

500001716895
02/15/96 01110-012
****787.50 ****787.50

Danka Business Systems, Inc.

Profit Articles

NonProfit Amendment Merger

Limited Liability Company Dissolution/Withdrawal Mark

Foreign

Limited Partnership Annual Report Other

Reinstatement Reservation Change of R.A.

Fictitious Name

6- Certified Copy Photo Copies 46 CUS/G/S

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

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

2/14/96

BE 2-14

96 FEB 14 PM 2:37
DIVISION OF CORPORATION



FILED
96 FEB 14 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT TO USE OF NAME BY
DANKA INDUSTRIES, INC. AND D.I. SYSTEMS, INC.

The undersigned person, having the authority to provide the following consent on behalf of Danka Industries, Inc. and D.I. Systems, Inc., Florida corporations, hereby provides notice of consent to use the following names:

Danka
Danka Corporation
Danka Business Systems, Inc.

Such consent is given with respect to any name conflicts arising in connection with incorporation of Danka Corporation and Danka Business Systems, Inc., in the States of Nevada and Florida respectively, and the subsequent qualification of both companies to transact business throughout the United States, and any subsequent assumed or fictitious name filings, or any trademarks filed by D.I. Systems, in any jurisdiction.

The above consent is being provided on behalf of the above referenced companies and affiliates, and is not being provided on behalf of any other unrelated companies or individuals.

DATED this 12th day of February, 1996.

Danka Industries, Inc.
and
D.I. Systems, Inc.

By: 
David C. Snell, as Vice President

Corporate Offices

11301 Danka Circle North
St. Petersburg, FL 33716
(813) 579-2850
Fax: (813) 579-0832

State of Florida
Articles of Incorporation
of
Danka Business Systems, Inc.

FILED
96 FEB 14 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: Danka Business Systems, Inc.

SECOND: The street address of the principal office of the corporation and its mailing address is:


11201 Danka Circle North, St. Petersburg, Florida, 33716

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000) each with the par value of One Dollar and No Cents (\$1.00).

FOURTH: The street address of the initial registered office of the corporation is C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

FIFTH: The name and address of each incorporator is:
Joey Bryan 660 East Jefferson Street, Tallahassee, FL 32301.

The undersigned have executed these articles of incorporation this


Joey Bryan / Incorporator

Acceptance by the Registered Agent as required in Section 607.0501 (3) F.S.:
C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

C T CORPORATION SYSTEM

Dated February 14, 1996

By Connie Bryan

(Type Name of Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Title of Officer)

9960000 14002

Document Number Only

FILED

96 MAR 26 PM 4 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C 'I' CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

70000175627
-04/02/96--01088--006
****140.00 ****140.00

D.E. Systems, Inc.

A'Leon Business Machines, Inc.

Monk's Office Machine Center, Inc.

merged into: Danka Business Systems, Inc.

Profit

NonProfit

Limited Liability Company

Foreign

Amendment

Dissolution/Withdrawal

Merger

Limited Partnership

Reinstatement

Certified Copy

Call When Ready

Walk In

Mail Out

Annual Report

Reservation

Photo Copies

Call if Problem

Will Wait

Other

Change of R.A.

Fictitious Name

CUS/ G/S

After 4:30

Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3/26/96

PLEASE RETURN EXTRA COPY(S)
FILE STAMP

N. HENDRICKS MAR 26 1996

RECEIVED
APR 25 PM 1:48
OFFICE OF CORPORATION

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

D.I. SYSTEMS, INC., V38513

A'LEON BUSINESS MACHINGES, INC., 495242

MONK'S OFFICE MACHINE CENTER, INC., 388966

*****ALL FLORIDA CORPORATIONS*****

INTO

DANKA BUSINESS SYSTEMS, INC., a Florida corporation, P96000014002.

File date: March 26, 1996

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER
OF
D.I. SYSTEMS, INC.
A'LEON BUSINESS MACHINES, INC.

FILED

96 MAR 26 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
MONK'S OFFICE MACHINE CENTER, INC.

INTO

DANKA BUSINESS SYSTEMS, INC.

The undersigned Florida domestic corporations, pursuant to Section 607.1105 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge are D.I. Systems, Inc., A'Leon Business Machines, Inc., Monk's Office Machine Center, Inc., and Danka Business Systems, Inc. Danka Business Systems, Inc. shall be the surviving corporation.

SECOND: The Plan of Merger is attached hereto as Exhibit A and made a part hereof.

THIRD: The effective date and time of the merger shall be March 26, 1996 at 5:00 p.m.

FOURTH: The Plan of Merger was adopted by the shareholders of D.I. Systems, Inc. on the 22nd day of March, 1996, was adopted by the shareholders of A'Leon Business Machines, Inc. on the 22nd day of March, 1996, was adopted by the shareholders of Monk's Office Machine Center, Inc. on the 22nd day of March, 1996, and was adopted by the shareholders of Danka Holding Company on the 22nd day of March, 1996.

Signed this 21st day of March, 1996.

DANKA BUSINESS SYSTEMS, INC.

By Paul M. Natale

Paul M. Natale
Its: President

D.I. SYSTEMS, INC.

By David C. Snell

David C. Snell
Its: Vice President

A'LEON BUSINESS MACHINES, INC.

By *David C. Snell*
David C. Snell
Its: Vice President

MONK'S OFFICE MACHINE CENTER, INC.

By *David C. Snell*
David C. Snell
Its: Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made and entered into on March 21, 1996 by and among LANKA BUSINESS SYSTEMS, INC., a Florida corporation ("Danka"), A'LEON BUSINESS MACHINES, INC., a Florida corporation ("Merger I Corporation"), D. I. SYSTEMS, INC., a Florida corporation ("Merger II Corporation") and MONK'S OFFICE MACHINE CENTER, INC., a Florida corporation ("Merger III Corporation"). In consideration of the covenants and conditions contained herein and for other good and valuable consideration, the parties, intending to be legally bound, agree as follows:

1. **Background and Purpose.** Danka, Merger I Corporation, Merger II Corporation and Merger III Corporation are all wholly-owned, first-tier subsidiaries of Danka Industries, Inc., a Florida corporation ("Industries"). Industries has determined that it is in its best interest and the best interest of its shareholder to merge most of its Florida subsidiaries into one corporation.

2. **The Merger.** Upon the terms and subject to the satisfaction of the conditions precedent contained in this Agreement, at the Effective Time (as defined below) Merger I Corporation, Merger II Corporation and Merger III Corporation shall be merged (the "Merger") with and into Danka pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, as amended (the "FBCA"). The Merger shall be a tax free reorganization under Section 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended. Upon the Merger, Danka shall be the surviving corporation (the "Surviving Corporation") and its corporate existence shall continue unaffected by the Merger and the corporate existence of Merger Corporation shall cease and thereupon Merger I Corporation, Merger II Corporation, Merger III Corporation and Danka shall become a single corporation.

3. **Conversion of Shares.** At the Effective Time (as hereinafter defined), the rights of the stockholders of the constituent corporations and the conversion of their shares shall be as follows:

- a. The 100 outstanding common shares, with par value of \$10.00 per share, of Merger I Corporation shall be cancelled and extinguished.
- b. The 100 outstanding common shares, with par value of \$1.00 per share, of Merger II Corporation shall be cancelled and extinguished.

c. The 50,000 outstanding common shares, with par value of \$.01 per share, of Merger III Corporation shall be cancelled and extinguished.

d. The 100 outstanding common shares, with par value of \$1.00 per share, of Danka shall remain issued and outstanding.

4. Name. The name of the surviving corporation shall be "Danka Business Systems, Inc."

5. Articles of Incorporation. The Articles of Incorporation of Danka in effect at and as of the Effective Time will remain the Articles of Incorporation of the Surviving Corporation without any modification or amendment in the Merger.

6. By-laws. At the Effective Time, the By-laws of Danka shall become the By-laws of the Surviving Corporation.

7. Authorized Shares. The Surviving Corporation shall be authorized to issue up to 1,000 shares of voting, common stock with par value of \$1.00 per share.

8. Directors. On and after the Effective Time, the Directors of the Surviving Corporation shall be Daniel M. Doyle, David C. Snell, William T. Freeman and Debra A. Taylor, who shall hold office until the next annual meeting of the stockholders of the Surviving Corporation and until their successors are elected or until their earlier resignation, removal from office or death.

9. Corporate Officers. On and after the Effective Time the corporate officers of the Surviving Corporation shall be as follows:

Chairman and Chief Executive Officer	-	Daniel M. Doyle
President	-	Paul M. Natale
Vice President	-	David C. Snell
Treasurer	-	William T. Freeman
Secretary	-	Debra A. Taylor
Assistant Secretary	-	W. Thompson Thorn, III

These officers shall hold office until the next annual meeting of the directors of the Surviving Corporation and until their successors are elected or until their earlier resignation, removal from office or death.

10. Submission to Stockholders. This Agreement shall be submitted for adoption and approval by the stockholders and directors of each of the constituent corporations in conformity with the laws of the State of Florida. Upon the adoption and approval of this Agreement by the stockholders of each of the

constituent corporations, the Agreement shall be signed by the duly authorized officers of each of the constituent corporations.

11. Articles of Merger. Following the approval and execution of this Agreement, Articles of Merger shall be executed by the officers of Danka, Merger I Corporation, Merger II Corporation and Merger III Corporation and shall be filed with the Office of the Secretary of State of Florida in the manner required by Section 607.1105 FBCA.

12. Effective Time. Unless state law dictates otherwise, the effective time of the Merger (the "Effective Time") contemplated by this Agreement shall be the later of (i) 3:00 p.m. on March 26, 1996 or (ii) such time as the Articles of Merger is deemed to be effective under state law in Florida.

13. Binding Effect. This Agreement shall be binding upon and inure to the benefit to the parties hereto and their respective successors and assigns.

14. Amendments. No amendment or variation of the terms and conditions of this Agreement shall be valid unless the same is in writing and signed by all of the parties to this Agreement.

15. Headings. The section headings contained herein are for convenience only and shall not in any way affect the interpretation or enforceability of any provision of this Agreement.

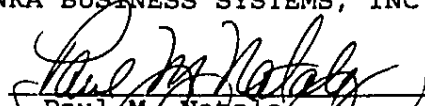
16. Governing Law. This Agreement shall be construed and enforced pursuant to the laws of the State of Florida.

17. Entire Agreement. This Agreement contains the entire agreement between the parties hereto with respect to the transactions contemplated in this Agreement.

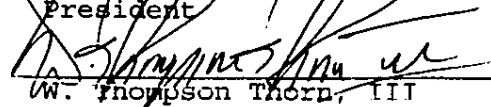
IN WITNESS WHEREOF, the duly authorized officers of the parties to this Agreement have executed this Agreement as of the date indicated above.

DANKA BUSINESS SYSTEMS, INC.

By


Paul M. Natale
President

By

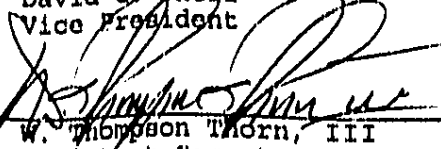

W. Thompson Thorn, III
Assistant Secretary

A'LEON BUSINESS MACHINES, INC.

BY


David C. Shell
Vice President

BY

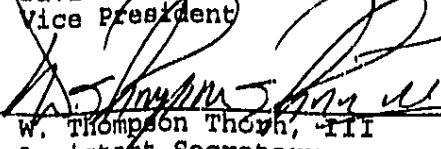

W. Thompson Thorn, III
Assistant Secretary

D. I. SYSTEMS, INC.

BY

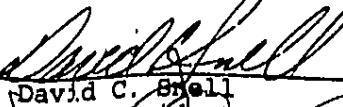

David C. Shell
Vice President

BY

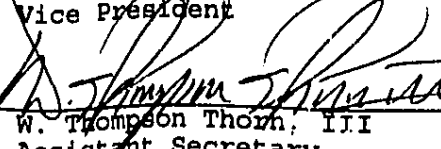

W. Thompson Thorn, III
Assistant Secretary

MONK'S OFFICE MACHINE CENTER, INC.

BY


David C. Shell
Vice President

BY


W. Thompson Thorn, III
Assistant Secretary