

P96000014002

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

700002473647-5
-03/31/98-01053-016
*****70.00 *****70.00

CORPORATION(S) NAME

Danka Business Systems, Inc.
into:

Danka Transition Company

FILED IN STATE
SECRETARY OF CORPORATIONS
98 MAR 31 PM 3:20

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ARTICLES OF MERGER
Merger Sheet

MERGING:

DANKA BUSINESS SYSTEMS, INC., a FL corp. P96000014002

INTO

DANKA TRANSITION COMPANY, a Delaware corporation not qualified in
Florida.

File date: March 31, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1998

CT Corporation System

Tallahassee, FL

SUBJECT: DANKA BUSINESS SYSTEMS, INC.
Ref. Number: P96000014002

We have received your document for DANKA BUSINESS SYSTEMS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of the plan by the merged corporation was not indicated in this merger.

When this merger is corrected, please also return the merger to be filed second with DANKA OFFICE IMAGING COMPANY as the survivor. (\$175 is pending to cover this merger)

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 898A00017137

4-1-98
Susan —
Please backdate both
mergers to 3-31-98.
Thanks,
Tamera

ARTICLES OF MERGER

OF

DANKA BUSINESS SYSTEMS, INC.
a Florida corporation

INTO

DANKA TRANSITION COMPANY
a Delaware corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 31 PM 3: 20

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act (the "FBCA") hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge are Danka Business Systems, Inc., a Florida corporation (the "Merger Corporation") and Danka Transition Company, a Delaware corporation (the "Surviving Entity").

SECOND: The proposed merger is permitted by the laws of the State of Delaware and the Surviving Entity is complying with those laws in effecting the merger.

THIRD: The Surviving Entity is complying with Section 607.1105 of the FBCA; the Merger Corporation is complying with the applicable provisions of 607.1101 through 607.1104 of the FBCA.

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

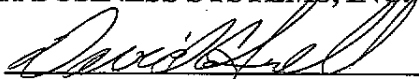
FIFTH: The effective date and time of the merger shall be March 31, 1998 at 10:00 a.m. Eastern Standard Time.

SIXTH: The Agreement and Plan of Merger was adopted by unanimous written consent of the shareholders of the Merger Corporation ^{on 3/23/98}. The Agreement and Plan of Merger was adopted by the Board of Directors of the Surviving Entity on March 23, 1998. Approval of the shareholders of the Surviving Entity was not required pursuant to Section 607.1103 of the FBCA and Section 251 of the Delaware General Corporation Law because: (i) the certificate of incorporation of the Surviving Corporation will not differ from its certificate before the merger; (ii) each shareholder of the Surviving Corporation whose shares were outstanding immediately before the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger; and (iii) the number and kind of shares outstanding as a result of the merger and by the conversion of securities issued pursuant to the merger, will not exceed the total number and kind of shares of the Surviving

Corporation authorized by its certificate of incorporation immediately before the merger.

Signed this 23rd day of March, 1998.

DANKA BUSINESS SYSTEMS, INC.

By: 
David C. Snell, Vice President

DANKA TRANSITION COMPANY

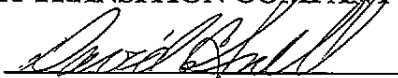
By: 
David C. Snell, Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made and entered into on March 23, 1998 by and between DANKA BUSINESS SYSTEMS, INC., a Florida corporation ("DBS"), and DANKA TRANSITION COMPANY, a Delaware corporation ("DTC"). 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.** DBS and DTC are wholly-owned subsidiaries of Danka Holding Company, a Nevada corporation ("DHC"). DHC has determined that it is in its best interest and the best interest of DBS and DTC to merge DBS with and into DTC.

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) DBS shall be merged (the "Merger") with and into DTC pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 252 of the Delaware General Corporation Law, as amended (the "DGCL"). The Merger shall be a tax free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended. Upon the Merger, DTC shall be the surviving corporation (the "Surviving Corporation") and its corporate existence shall continue unaffected by the Merger and the corporate existence of DBS shall cease and thereupon DBS and DTC 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 \$1.00 per share, of DBS shall be canceled and extinguished.
- b. The 100 outstanding common shares, without par value, of the Surviving Corporation, shall remain outstanding.

4. **Name.** The name of the surviving corporation shall be "Danka Transition Company."

5. **Certificate of Incorporation.** The Certificate of Incorporation of DTC in effect at and as of the Effective Time will remain the Certificate 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 DTC shall become the By-laws of the Surviving Corporation.

7. **Authorized Shares.** The Surviving Corporation shall be authorized to issue up to 10,000 shares of voting, common stock without par value and 2,000,000,000 shares of preferred stock, par value \$.001 per share.

8. **Directors.** On and after the Effective Time, the Directors of the Surviving Corporation shall be Daniel M. Doyle, David C. Snell and Debra 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:

Chief Executive Officer	-	Daniel M. Doyle
President	-	R. Paul Umberg
Vice President	-	David C. Snell
		David P. Berg
		Paul M. Natale
		Debra A. Taylor
Treasurer	-	Paul K. Suijk
Assistant Treasurer	-	Robert J. Willsea
		L. Jean Berry
Secretary	-	David P. Berg
Assistant Secretary	-	Keith J. Nelsen
		L. Jean Berry
		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 DBS in conformity with the laws of the State of Florida and shall be submitted for adoption and approval to the directors of DTC in conformity with the laws of the State of Delaware. Upon the adoption and approval of this Agreement by the stockholders or directors, as appropriate, 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/Certificate of Merger.** Following the approval and execution of this Agreement, Articles of Merger shall be executed by the officers of DBS and DTC and shall be filed with the Office of the Secretary of State of Florida in the manner required by Section 607.1105 of the FBCA and a Certificate of Merger shall be executed by the designated officers DTC and shall be filed with the Office of the Secretary of State of Delaware in the manner required by Section 252 of the DGCL.

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) 10:00 a.m. Eastern Standard Time on March 31, 1998 or (ii) such time as the Articles of Merger are deemed to

be effective under state law in Florida and the Certificate of Merger is deemed to be effective under state law in Delaware.

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 Delaware.

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.

ARTICLES OF MERGER
Merger Sheet

MERGING:

DANKA BUSINESS SYSTEMS, INC., a FI corp. P96000014002

INTO

DANKA TRANSITION COMPANY, a Delaware corporation not qualified in
Florida.

File date: March 31, 1998

Corporate Specialist: Susan Payne