

Document Number Only

P96000018923

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Danka Wholesale, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious name Filing

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☒ CUS G/S

☐ After 4:30

☒ Pick Up

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

2/29

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State of Florida
Articles of Incorporation
Of
Danka Wholesale, Inc.

FILED
96 FEB 29 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: Danka Wholesale, 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:
Tera S. Fewell, 660 East Jefferson Street, Tallahassee, FL 32301
The undersigned have executed these articles of incorporation this
Tera S. Fewell
Tera S. Fewell, 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 29, , 1996

By Connie Bryan
Connie Bryan
(Type Name of Officer)
Special Assistant Secretary
(Title of Officer)

P96000018923

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BUSINESS NETWORK DISTRIBUTORS, INC., a Georgia corporation, not
qualified in Florida

INTO

DANKA WHOLESALE, INC., a Florida corporation, P96000018923.

File date: July 1, 1996

Corporate Specialist: Joy Moon-French

P96000018923

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

500001890475
-07/01/96--01035--007
*****70.00 *****70.00

Business Network Distributors, Inc.

Merging into: Dunka Wholesale, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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

7/01

7/2

John Merger

ARTICLES OF MERGER
OF
BUSINESS NETWORK DISTRIBUTORS, INC.
a Georgia corporation
INTO
DANKA WHOLESALE, INC.
a Florida corporation

96 JUL -1 PM 4:23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Florida domestic corporations, pursuant to Section 607.1105 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 Business Network Distributors, Inc. (the "Merger Corporation") and Danka Wholesale, Inc. (the "Surviving Entity").

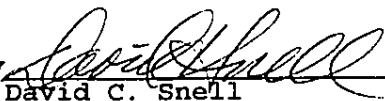
SECOND: The Plan of Merger is attached hereto as Exhibit A and made a part hereof.

THIRD: The effective date and time of the merger shall be June 30, 1996 at 4:00 p.m.


FOURTH: The Plan of Merger was adopted by the Board of Directors of the Surviving Entity and the Board of Directors and sole shareholder of the Merger Corporation on June 21, 1996. Approval of the shareholder of the Surviving Entity was not required pursuant to Section 607.1103 of the FBCA and Section 14-2-1103 of the Georgia Business Corporation Code because: (i) the articles of incorporation of the Surviving Entity will not differ from its articles before the merger; (ii) the sole shareholder of the Surviving Entity 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 Entity authorized by its articles of incorporation immediately before the merger.

Signed this 27th day of June, 1996.

BUSINESS NETWORK DISTRIBUTORS, INC.

By 
David C. Snell
Vice President

DANKA WHOLESALE, INC.

By 
David C. Snell
Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made and entered into on June 26, 1996 by and among DANKA WHOLESale, INC., a Florida corporation ("Danka") and BUSINESS NETWORK DISTRIBUTORS, INC., a Georgia corporation ("Merger 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 and Merger Corp. are both wholly-owned, first-tier subsidiaries of Danka Holding Company, a Nevada Corporation ("DHC"). DHC has determined that it is in its best interest and the best interest of its shareholder to merge Merger Corporation with and into Danka.

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 Corporation shall be merged (the "Merger") with and into Danka pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, as amended (the "FBCA") and Section 14-2-1107 of the Georgia Business Corporation Code (the "GBCC"). 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 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 500 outstanding common shares, with par value of \$1.00 per share, of Merger Corporation shall be cancelled and extinguished.
- b. 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 Wholesale, 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:

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 stockholder and directors of Merger Corporation and the directors of Danka in conformity with the laws of the states of Florida and Georgia. Upon the adoption and approval of this Agreement by the directors of each of the constituent corporations and the stockholder of Merger Corporation, 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 and Merger Corporation 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 with the Office of the Secretary of State of Georgia in the manner required by Section 14-2-1105 of the GBCC.

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 June 30, 1996 or (ii) such time as the Articles of Merger is deemed to be effective under state law in Florida and in Georgia.

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 WHOLESALE, INC.

By

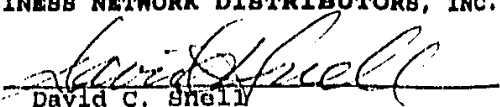

David C. Snell
Vice President

By

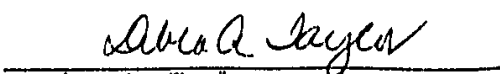

Debra A. Taylor
Secretary

BUSINESS NETWORK DISTRIBUTORS, INC.

By


David C. Shelly
Vice President

By


Debra A. Taylor
Secretary