

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666. Fax (904) 222-1666

WALK IN
PICK UP

7/15/96

(Handwritten initials)

☒ CERTIFIED COPY

☒ CUS

G.S.

☐ PHOTO COPY

☒ FILING

PROFIT

1.) Prossaire Acquisition Corp.
(CORPORATE NAME & DOCUMENT #)

300001893143
-07/15/96--01011--010
****37.50 ****37.50

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

300001893143
-07/15/96--01011--020
****100.00 ****100.00

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

FILED
96 JUL 15 11:23
SEC. OF STATE
TALLAHASSEE, FLA.
96 JUL 15 11:02
DIVISION OF CORPORATE REGISTRATION

(Handwritten signature)

FEB 1977
\$6 JUL 15 1977-23

ARTICLES OF INCORPORATION

PROSSAIRE ACQUISITION CORP.

FIRST: The name of the corporation (herein referred to as the "Corporation") is Prossaire Acquisition Corp.

SECOND: The street address and mailing address of the principal office of the Corporation is as follows: 19593-11 Northeast Tenth Avenue, North Miami Beach, Florida 33179.

THIRD: The purposes of the Corporation are:

A. To purchase, acquire, hold, own, improve, develop, sell, convey, assign, release, mortgage, encumber, use, lease, hire, manage, deal in and otherwise dispose of real property and personal property of every nature, or any interest therein, improved or otherwise; to do every other act or acts and thing or things incidental to or connected with the aforesaid; and

B. To engage in, promote, conduct and carry on any lawful acts or activities for which corporations may be organized under the Business Corporation Act of the State of Florida (the "FBCA").

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock of the par value of One Cent (\$0.01) per share, amounting in the aggregate to Ten Dollars (\$10.00).

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporate Access, Inc., 1116 D, Thomasville Road, Tallahassee, Florida 32303. The name of the initial registered agent of the Corporation at such office is Corporate Access. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the FBCA, is set forth following the signature of the sole incorporator below, and is made a part of these Articles of Incorporation.

SIXTH: The name and mailing address of the sole incorporator is as follows:

Name

Address

Deborah W. Ford

1615 L Street, N.W.
Suite 400
Washington, D.C. 20036

SEVENTH: Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

EIGHTH: The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. None of the directors need be a shareholder or a resident of the State of Florida.

NINTH: No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director, except for liability under Section 607.0831 of the FBCA.

If the FBCA is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended.

Any repeal or modification of the foregoing provisions of this Article NINTH by the shareholders of the Corporation shall not adversely affect any right or protection of the director of the Corporation existing at the time of such repeal or modification.

The provisions of this Article NINTH shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article NINTH.

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 607.0850 of the FBCA, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of the shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the FBCA or other statutes or laws of the State of Florida, the Board of Directors is expressly authorized:

- A. To make, amend, alter or repeal the Bylaws of the Corporation;
- B. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;

C. To set apart out of any funds of the Corporation available for dividends, a reserve or reserves for any proper purpose and to reduce any such reserve in the manner in which it was created; and

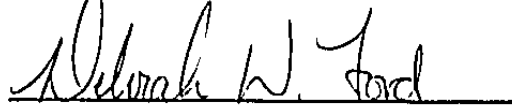
D. To adopt from time to time Bylaw provisions with respect to indemnification of directors, officers, employees, agents and other persons as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law.

TWELFTH: The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

THIRTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provisions herein contained, in the manner now or hereafter prescribed by statute, and all rights, powers, privileges and discretionary authority granted or conferred herein upon shareholders or directors are granted subject to this reservation.

The undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a business corporation pursuant to the FBCA, does make these Articles of Incorporation, hereby declaring, affirming, acknowledging and certifying, under penalties of perjury, that this is the act and deed of the undersigned and that the facts stated herein are true, and accordingly has hereunto set her hand this 12 day of July, 1996.

SOLE INCORPORATOR



Deborah W. Ford

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

PROSSAIRE ACQUISITION CORP.

Having been named as registered agent and to accept service of process for Prossaire Acquisition Corp. at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under the Business Corporation Act of the State of Florida.

CORPORATE ACCESS, INC.

By: Dary Bennett
Registered Agent

Dated: July 15, 1996.

FILED
96 JUL 15 AM 11:23
TALLAHASSEE, FLA

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904 222 9070

800-342-8086

896000058927

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 034194 4331939

AUTHORIZATION :

Patricia Pysick

COST LIMIT : \$ 15.00 *122.50*

FILED
95 JUL 26 PM 1:28

ORDER DATE : July 26, 1996

ORDER TIME : 3:35 PM

ORDER NO. : 034194

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant
Greenberg Traurig Hoffman
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

3000001906488

Merger

ARTICLES OF MERGER

BIL INVESTMENTS, INC.
PROSSAIRE, INC.

7/29/96 INTO
PROSSAIRE ACQUISITIONS CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

P96000058927

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

BIL INVESTMENTS, INC., a Florida corporation S36683

PROSSAIRE, INC., a Florida corporation G32200

INTO

PROSSAIRE ACQUISITION CORP., a Florida corporation, P96000058927

File date: July 26, 1996

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

FILED
96 JUL 26 PM 1:20
SECRET
FALL

ARTICLES OF MERGER
OF
BIL INVESTMENTS, INC., A FLORIDA CORPORATION
AND
PROSSAIRE, INC., A FLORIDA CORPORATION
INTO
PROSSAIRE ACQUISITION CORP., A FLORIDA CORPORATION

To the Secretary of State
of the State of Florida

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, BIL INVESTMENTS, INC., a Florida corporation ("BIL"), PROSSAIRE, INC., a Florida corporation ("PI"), and PROSSAIRE ACQUISITION CORP., a Florida business corporation (the "Surviving Corporation") do hereby adopt the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for the purpose of merging each of BIL and PI with and into the Surviving Corporation.

SECOND: The Plan of Merger was approved and adopted by written consent of the sole shareholder of BIL, the unanimous written consent of the shareholders of PI, and the unanimous written consent of the shareholders of the Surviving Corporation entitled to vote thereon, such consents given on July 26, 1996, July 26, 1996 and July 26, 1996, respectively, in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto on the 26 day of July, 1996.

BIL INVESTMENTS, INC.

By: [Signature]
Name: Robert New
Its: President

PROSSAIRE, INC.

By: [Signature]
Name: STANLEY EVANS
Its: PRESIDENT

PROSSAIRE ACQUISITION CORP.

By: [Signature]
Name: Mark D. Director
Its: President

Annex A**PLAN OF MERGER**

THIS PLAN OF MERGER (this "Plan"), dated July 26, 1996, is entered into by and among (i) BIL Investments, Inc., a Florida corporation ("BIL"); (ii) Prossaire, Inc., a Florida corporation ("PI"); and (iii) Prossaire Acquisition Corp., a Florida corporation ("Prossaire" or the "Surviving Corporation") and a wholly-owned subsidiary of U.S. Office Products Company, a Delaware corporation ("USOP").

1. **Constituent Corporations.** BIL, PI and Prossaire shall be parties to the merger (the "Merger") of each of BIL and PI with and into Prossaire.
2. **Terms and Conditions of the Merger.** Each of BIL and PI shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), be merged with and into Prossaire, which shall be the surviving corporation. Upon the effective date of the Merger (as set forth in paragraph 7) [the "Effective Date"], the separate existence of each of BIL and PI shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of each of BIL and PI.
3. **Capital Stock; Conversion of Shares.**
 - A. Each issued and outstanding share of common stock, \$0.01 par value, of BIL (the "BIL Common Stock") outstanding on the Effective Date shall be converted into and become, without action on the part of the holders thereof, 53.72 shares of common stock, \$0.001 par value per share, of USOP ("USOP Common Stock"). Any share of BIL Common Stock held in the treasury of BIL on the Effective Date shall be canceled and retired, and no shares or other securities of USOP shall be issuable with respect thereto.
 - B. Each issued and outstanding share of common stock, \$5.00 par value, of PI (the "PI Common Stock") outstanding on the Effective Date shall be converted into and become, without action on the part of the holders thereof, 53.72 shares of USOP Common Stock. Any share of PI Common Stock held in the treasury of PI on the Effective Date shall be canceled and retired, and no shares or other securities of USOP shall be issuable with respect thereto.
 - C. No fractional shares of USOP Common Stock shall be issued, but in lieu thereof each holder of BIL Common Stock or PI Common Stock who would otherwise be entitled to receive a fraction of a share of USOP Common Stock shall receive from USOP an amount of cash equal to Twenty-Seven and 92/100 Dollars (\$27.92) multiplied by the fraction of a share of USOP Common Stock to which such holder of BIL Common Stock or PI Common Stock would otherwise be entitled.

4. Articles of Incorporation. The Articles of Incorporation of Prossaire as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until amended, altered or changed as therein provided and in the manner prescribed by the FBCA.

5. Bylaws. The Bylaws of Prossaire as of the Effective Date shall be the Bylaws of the Surviving Corporation and said Bylaws shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the FBCA.

6. Directors and Officers. The directors and officers in office of Prossaire as of the Effective Date shall be the members of the Board of Directors of the Surviving Corporation, and the officers of the Surviving Corporation, respectively, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. Effective Date. The Merger shall become effective on the date on which the Articles of Merger have been filed with the Department of State of the State of Florida.


8. Submission for Approval by Shareholders. This Plan shall be submitted to the sole shareholder of BIL, to the shareholders of PI and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the FBCA.

9. Amendment of Plan of Merger. The Board of Directors of each of BIL, PI and Prossaire is authorized to amend this Plan at any time prior to the Effective Date, subject to the provisions of Section 607.1103(8) of the FBCA.

10. Filing of Plan of Merger. In the event that this Plan shall have been approved by the sole shareholder of BIL, by the shareholders of PI entitled to vote and by the shareholders of Prossaire entitled to vote in the manner prescribed by the provisions of the FBCA, each of BIL, PI and Prossaire hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

11. Authorization. The Board of Directors and the proper officers of BIL, the Board of Directors and the proper officers of PI and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or of the Merger.


BIL INVESTMENTS, INC., a
Florida corporation

By: 
Name: Robert New
Its: President

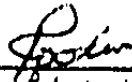
PROSSAIRE, INC., a
Florida corporation

By: _____
Name: _____
Its: _____

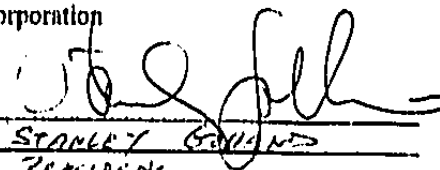
PROSSAIRE ACQUISITION CORP., a
Florida corporation

By: 
Name: Mark D. Director
Its: President

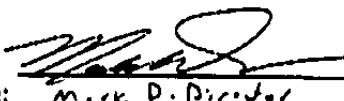
BIL INVESTMENTS, INC., a
Florida corporation

By: 
Name: Robert Vaw
Its: President

PROSSAIRE, INC., a
Florida corporation

By: 
Name: STANLEY GORMAN
Its: PRESIDENT

PROSSAIRE ACQUISITION CORP., a
Florida corporation

By: 
Name: Mark D. Director
Its: _____