

P97000067556

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Connie Shivers

425-5657

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Dataflex Corp. # P97000067556
(Corporation Name) (Document #)

2. CompuCom Acquisition Corp. # P98000033234
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk-in

☒ Pick up time 4:00

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input checked="" type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

100002573711--4

-06/26/98--01070--009
****122.50 ****122.50

merger
3/6/26/98

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPUCOM ACQUISITION CORP., a FL corp., P98000033234

INTO

DATAFLEX CORPORATION, a Florida corporation, P97000067556

File date: June 26, 1998

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
BETWEEN
DATAFLEX CORPORATION
AND
COMPUCOM ACQUISITION CORP.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 26 PM 2:57

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Dataflex Corporation, a Florida corporation ("Surviving Corporation") and CompuCom Acquisition Corp., a Florida corporation ("Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation, which will be the surviving corporation (the "Merger").

ARTICLE I

The Plan of Merger, as contained in the Agreement and Plan of Merger dated as of April 10, 1998 (the "Agreement"), effecting the Merger of the Merging Corporation with and into the Surviving Corporation is attached hereto and made a part of these Articles of Merger as Exhibit "A" (the "Plan of Merger").

ARTICLE II

The effective date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of the State of Florida.

ARTICLE III

The Plan of Merger as contained in the Agreement was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on April 9, 1998 and by the affirmative vote of the holders of 60% of its outstanding shares of common stock on June 26, 1998. The Plan of Merger, contained in the Agreement, was adopted by the Merging Corporation by unanimous written consent of its Board of Directors on April 10, 1998 and by the written consent of its sole shareholder on April 10, 1998.

ARTICLE IV

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all the parties, notwithstanding that all the parties are not signatories to the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned have executed this document as of the 26th day of June, 1998.

DATAFLEX CORPORATION

By: Richard C. Rose
Richard C. Rose, Chief Executive Officer

COMPUCOM ACQUISITION CORP.

By: _____
M. Lazane Smith

**ARTICLES OF MERGER
BETWEEN
DATAFLEX CORPORATION
AND
COMPUCOM ACQUISITION CORP.**

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DATAFLEX CORPORATION

By: _____
Richard C. Rose, Chief Executive Officer

COMPUCOM ACQUISITION CORP.

By: M. Lazane Smith
M. Lazane Smith

**PLAN OF MERGER
BETWEEN
COMPUCOM ACQUISITION CORP.
AND
DATAFLEX CORPORATION**

CompuCom Acquisition Corp., a Florida corporation ("Merging Corporation") and Dataflex Corporation, a Florida corporation ("Surviving Corporation"), hereby adopt the following Plan of Merger pursuant to Section 607.1101 of the Florida Business Corporation Act.

- (a) The name of each corporation planning to merge is:
 - (i) The name of the Surviving Corporation is Dataflex Corporation, and
 - (ii) The name of the Merging Corporation is CompuCom Acquisition Corp.
- (b) The effective time and date of the merger shall be upon filing (the "Effective Date").
- (c) The general terms and conditions of the merger are as follows:

On the Effective Date, the separate existence of Merging Corporation shall cease and Surviving Corporation shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of Merging Corporation. Surviving Corporation shall thereafter be responsible and liable for all obligations of Merging Corporation, and neither the rights of the credits nor any liens on the property of Merging Corporation shall be impaired by the merger.

- (d) The manner and basis of converting the shares of each corporation shall be as follows:
 - (i) On the Effective Date, by virtue of the merger and without any action on the part of Surviving Corporation, each issued and outstanding share of common stock, no par value of the Surviving Corporation ("Surviving Corporation Common Stock"), except common stock that is owned by the Merging Corporation, the Surviving Corporation, or any subsidiary of either entity, shall be converted into the right to receive \$4.10 per share in cash without interest thereon. Each holder of options to purchase Surviving Corporation Common Stock, regardless of whether the options are then exercisable, will be entitled to receive an amount in cash, without any interest thereon, equal to the product of (i)(A) \$4.10, minus (B) the exercise price per share of the Surviving Corporation Common Stock under the option, multiplied by (ii) the number of shares of Surviving Corporation Common Stock covered by such option; provided, however, that the amounts payable upon the surrender of the options shall be reduced by any applicable federal and state withholding taxes. All other shares of Surviving Corporation Common Stock shall be canceled and extinguished and cease to be outstanding.

(ii) On the Effective Date, by virtue of the merger and without any action on the part of Surviving Corporation, each issued and outstanding share of common stock, no par value, of the Merging Corporation that is issued and outstanding immediately prior to the Effective Date shall be converted into and become one fully paid and non-assessable share of common stock, no par value, of the Surviving Corporation.

(e) The articles of incorporation of the Surviving Corporation shall be amended by deleting the existing articles of incorporation, in their entirety except for Article VII which will become Article Fifth of the articles of incorporation of the Surviving Corporation, and replacing them with the following:

"FIRST: The Corporate name is: DATAFLEX CORPORATION.

SECOND: The street address of the principal office of the corporation and its mailing address is: 7171 Forest Lane, Dallas, Texas, 75230.

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000).

FOURTH: The street address of the current registered office of the corporation is c/o CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, PLANTATION, FLORIDA 33324, and the name of its current registered agent at such address is CT CORPORATION SYSTEM.

The articles of incorporation of the Surviving Corporation as amended and restated herein shall be the articles of incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed under the Laws of the State of Florida.

(f) The bylaws of the Merging Corporation at the effective time of the merger, will become the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided.

(g) The Boards of Directors of each corporation party to the Merger may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.

TPA3-550172.2

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Dataflex Corporation, desiring to enter into a merger under the laws of the
State of Florida, as indicated in its plan of merger contained in its articles of merger,
with its registered office at 1200 South Pine Island Road, City of Plantation,
State of Florida, has named CT Corporation System, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above,
at the place designated in this certificate, I agree to act in that capacity, to comply with
the provisions of the Florida Business Corporation Act, and am familiar with, and
accept, the obligations of that position.

CT CORPORATION SYSTEM

Connie Bryan
By: _____
Its: _____
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY