

P97000088304

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MERGER OR SHARE EXCHANGE

DIGITAL WORKS, INC.

Certificate of Status	0
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merger
7/27/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

EAGLE ACSUB, INC., a Florida corporation, P01000064338

INTO

DIGITAL WORKS, INC., a Florida entity, P97000088304

File date: July 26, 2001

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
OF**

**EAGLE ACSUB, INC.
(a Florida corporation)**

WITH AND INTO

**DIGITAL WORKS, INC.
(a Florida corporation)**

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Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** EAGLE ACSUB, INC., a Florida corporation bearing Document Number P01000064338 ("MERGER SUB"), shall be merged (the "Merger") with and into DIGITAL WORKS, INC., a Florida corporation bearing Document Number P97000088304 ("DIGITAL"). MERGER SUB and DIGITAL are sometimes hereinafter collectively referred to as the "Constituent Corporations." DIGITAL shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida.

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and the By-Laws of MERGER SUB, as same shall exist from and after the Effective Time, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** At the Effective Time, DIGITAL shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of MERGER SUB, except insofar as it may be continued by operation of law, shall be terminated and cease.

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4. **Conversion of Shares.** On the Effective Time, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, all the outstanding shares of DIGITAL common stock shall be converted at the Effective Time of the Merger into 16,000 fully paid and nonassessable restricted share(s) of Eagle Print Solutions, Inc. common stock, no par value, pursuant to Section 3.1 of the Agreement and Plan of Merger (the "Plan of Merger") between Eagle Print Solutions, Inc., DIGITAL and the Shareholders of DIGITAL. Each share of common stock of MERGER SUB issued and outstanding prior to the Effective Time shall convert into one share of the common stock of the Surviving Corporation.

SECOND: The Effective Time of the Merger is the date upon which these Articles of Merger are filed with the Secretary of State of the State of Florida.

THIRD: The Plan of Merger was adopted by the Board of Directors of DIGITAL by Unanimous Written Consent dated July 2, 2001, and by the shareholders of DIGITAL on July 2, 2001; and by the Board of Directors of MERGER SUB by Unanimous Written Consent dated July 2, 2001 and by the sole Shareholder of MERGER SUB on July 2, 2001.

Signed this 2 day of July 2001.

EAGLE ACSUB, INC.,
a Florida corporation

By: 
Jerry Dackerman, CEO

DIGITAL WORKS, INC.
a Florida corporation

By: 
Peg Ganger, President

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