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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

U.S. TONER, INC.

Certificate of Status	0
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merger +  
NICSpayre  
5/26/00  
05/26/2000Per CCRS  
Attachments  
are correct  
of

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

U.S. COPIERS, INC., a FL corp., P99000068515

INTO

U.S. TONER, INC. which changed its name to

**U.S. TONER & COPIERS, INC.**, a Florida entity, P98000052291

File date: May 26, 2000

Corporate Specialist: Susan Payne

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**ARTICLES OF MERGER**

of

**U.S. COPIERS, INC.**  
(a Florida Corporation)

With and Into

**U.S. TONER, INC.**  
(a Florida Corporation)FILED  
00 MAY 26 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1106 of the Florida Business Corporation Act (the "FBCA"), U.S. COPIERS, INC. ("Copiers") and U.S. TONER, INC. ("Toner"), each, a Florida corporation (collectively, the "Corporations"), adopted the following Articles of Merger on the 24<sup>th</sup> day of May, 2000, for the purpose of effecting a merger in accordance with the provisions of the FBCA, and hereby certify as follows:

**ARTICLE I**

The Agreement and Plan of Merger (the "Agreement"), attached hereto as Exhibit "A" and adopted in accordance with the provisions of Section 607.1103 of the FBCA, which is incorporated herein and constitutes part of these Articles of Merger, provides for the merger (the "Merger") of Copiers with and into Toner, with Toner as the surviving corporation (the "Surviving Corporation").

**ARTICLE II**

The holders of all of the issued and outstanding shares of each of the Corporations (entitled to vote upon the Agreement, had the Agreement been submitted to a vote, pursuant to Section 607.1103 of the FBCA) consented to and authorized the Agreement; by a unanimous written consent, in accordance with Section 607.0704 of the FBCA on 23<sup>rd</sup> day of May, 2000;

The number of shares outstanding and the designation and number of outstanding shares of each class that are entitled to vote as a class on the Merger for Copiers & Toner, respectively, are as follows:

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<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
U.S. Copiers, Inc.	300
U.S. Toner, Inc.	300

The number of shares of Copiers and Toner, respectively, that voted for and against the Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Voted</u> <u>For</u> <u>Against</u>
U.S. Copiers, Inc.	300 0
U.S. Toner, Inc.	300 0

### ARTICLE III

The Merger shall be effective as of the day on which the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, by virtue of the Merger and without any action on the part of the Corporations, (i) Copiers shall be merged with and into Toner, with Toner being the surviving corporation of the Merger, pursuant to the provision of the FBCA, and the separate existence of Copiers shall cease, (ii) each share of the common stock of Copiers, outstanding at the Effective Time, shall be converted into an aggregate number of one (1) fully paid and non-assessable share of common stock, par value \$.01 per share, of Toner, as provided in Article II of the Agreement, attached hereto as Exhibit "A" and (iii) all property, rights, privileges, policies and franchises of Copiers shall vest in Toner and all debts, liabilities and duties of Copiers shall become the debts, liabilities and duties of Toner, all in accordance with Section 607.1106 and the terms and conditions of the Agreement.

### ARTICLE IV

The Articles of Incorporation of Toner as in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, unless and until thereafter amended or repealed in accordance with the applicable laws of the State of Florida; provided, however, that Article I of the Surviving Corporation's Articles of Incorporation is hereby amended and restated in its entirety, effective as of the Effective Time, to read as follows: "The name of the Corporation is U.S. TONER & COPIERS, INC. (hereinafter called the "Corporation")."

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**ARTICLE V**

The Bylaws of Toner as in effect at the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation upon and following the Effective Time, unless and until thereafter amended or repealed in accordance with applicable laws of the State of Florida.

**ARTICLE VI**

After the Effective Time, the respective directors and officers of the Surviving Corporation shall be as set forth in Exhibit "B" hereto, in each case until their respective successors are duly elected or appointed and qualify in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation and as otherwise provided by applicable law.

IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 24<sup>th</sup> day of May, 2000.

**U.S. COPIERS INC.**By:   
Charlie Alvarez, President**U.S. TONER, INC.**By:   
Charlie Alvarez, President

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**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

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**AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER** (the "Merger Agreement"), dated and effective as of the 24th day of May, 2000, by and between **U.S. TONER, INC.**, a Florida corporation ("Toner"), and **U.S. COPIERS, INC.** ("Copiers"), a Florida corporation (collectively, the "Corporations").

**WITNESSETH:**

**WHEREAS**, the Board of Directors of each of the Corporations has reviewed and considered the terms and provisions of this Merger Agreement and the transactions contemplated hereby, including the merger (the "Merger") of Copiers with and into Toner, with Toner surviving and continuing following the Merger, and each has deemed such agreement and such transactions to be advisable and in the best interests of its shareholders, and submitted same for approval of the shareholders of each such corporation, all in accordance with Sections 607.1101, 607.1103, 607.1105 and 607.1106 of the Florida Business Corporation Act (the "FBCA"); and

**WHEREAS**, GSG Holdings, Inc., a Florida corporation, in its capacity as the sole shareholder of each of the Corporations, through action by written consent, has approved this Merger Agreement and the Merger, upon the terms and conditions hereinafter set forth, all in accordance with Section 607.1103 of the FBCA.

**NOW, THEREFORE**, for and in consideration of the premises and the representations, warranties, mutual covenants and agreements herein contained, the parties hereto agree that the terms and conditions of the Merger, the mode of carrying it into effect, and the manner of converting and exchanging shares in connection therewith shall be as follows:

**ARTICLE I****THE MERGER**

(a) Subject to and in accordance with the provisions of this Merger Agreement, the Articles of Merger to consummate the Merger as required under the FBCA shall be executed by the appropriate officer(s) of each of the Corporations. The Merger shall become effective at the time of effectiveness (the "Effective Time") specified in Article VI herein. At the Effective Time, (i) Copiers shall be merged with and into Toner on the terms and in accordance with the provisions contained in this Agreement; (ii) the separate corporate existence of Copiers shall cease; (iii) the corporate existence of Toner shall continue under the laws of the State of Florida unaffected and unimpaired by the Merger; and (iv) Toner shall survive and continue following the Merger (Toner, following the Merger, being sometimes referred to herein as the "Surviving Corporation").

(b) If at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Merger Agreement and to vest the Surviving Corporation with full title to all properties, assets and rights of the Corporations, the officers of the Corporations, or of each Corporation, as of the Effective Time shall take all such further action.

(c) The Merger shall have the effect as set forth in Section 607.1106 of the FBCA, such that at the Effective Time, all of the assets and properties of Copiers, whether real, personal, or mixed, and whether tangible or intangible, and all of the liabilities and obligations of Copiers, whether fixed or

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contingent, shall vest in the Surviving Corporation, without any further action of any of the Corporations, and after the Effective Time, the Surviving Corporation shall have all the rights, privileges, immunities and powers of a public as well as a private nature of Copiers. Additionally, all property, real, personal and mixed, all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to each of the constituent corporations hereby merged shall be taken and deemed to be transferred to and vested in Toner without further act or deed, and the title to any real estate, or any interest therein, vested in Copiers shall not revert or be in any way impaired by reason of this Merger.

## ARTICLE II

### TERMS OF CONVERSION AND EXCHANGE OF SHARES

At the Effective Time, upon the terms and subject to the conditions set forth herein, all issued and outstanding shares of capital stock of Copiers shall then be converted, without any action on the part of the holders thereof or the Corporations, into an aggregate total of one (1) fully paid and non-assessable share of common stock, par value \$0.01 per share, of Toner Florida, as indicated below.

<u>Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Converted To Shares of U.S. Toner</u>
U.S. Copiers, Inc.	300	1

## ARTICLE III

### SHAREHOLDER APPROVAL; FILING OF ARTICLES OF MERGER

(a) The consummation of the Merger shall require the approval of the majority of the shareholders of each of the Corporations. Such approval may be given in any manner permitted by applicable law.

(b) If the Merger is approved as required in paragraph (a) herein, then the appropriate officers of each of the Corporations shall execute the Articles of Merger and, as promptly as possible, shall deliver the Articles of Merger to the Secretary of State for filing in accordance with the provisions of applicable law.

## ARTICLE IV

### ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation of Toner, as in effect immediately prior to the Effective Time, shall be and constitute the Articles of Incorporation of the Surviving Corporation at the Effective Time, unless and until thereafter amended or repealed in accordance with the applicable laws of the State of Florida; provided, however, the pursuant to and upon the filing of the Articles of Merger, the name of Toner shall be changed to "U.S. Toner & Copiers, Inc."

The Bylaws of Toner, as in effect immediately prior to the Effective Time, shall be and constitute the Bylaws of the Surviving Corporation at the Effective Time, until thereafter amended in



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accordance with applicable laws of the State of Florida, the provisions contained within the Articles of Incorporation and the provisions contained within the Bylaws of the Surviving Corporation.

#### ARTICLE V

##### DIRECTORS AND OFFICERS

The persons who are the duly elected or appointed directors and officers of Toner, as in effect immediately prior to the Effective Time, shall be removed and replaced with the officers and directors set forth in Exhibit "A" hereto, which officers and directors shall be the officers and directors of the Surviving Corporation after the Effective Time, until their respective successors are duly elected and qualify in manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation.

#### ARTICLE VI

##### EFFECTIVE TIME OF THE MERGER

The Effective Time of the Merger shall be the day on which the Articles of Merger are filed with the Secretary of State of the State of Florida, pursuant to the provisions of this Merger Agreement and applicable law. The officers of each Corporation shall take such actions as are necessary to consummate the Merger, in accordance with the terms and conditions of this Merger Agreement.

#### ARTICLE VII

##### MISCELLANEOUS

(a) This Merger Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall, taken together, constitute but one and the same instrument.

(b) This Merger Agreement, which is made pursuant to Section 607.1101 et seq. of the FBCA, shall be governed by, and construed and enforced in accordance with, the laws of the State of Florida.

(c) It is the intent of the Corporations that this Merger shall constitute a tax free reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger have caused them to be duly executed by their respective authorized officers this 24<sup>th</sup> day of May, 2000

U.S. TONER, INC.

By: 

Charlie Alvarez, President

U.S. COPIERS, INC.

By: 

Charlie Alvarez, President

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**EXHIBIT A**  
**OFFICERS AND DIRECTORS**  
**OF**  
**SURVIVING CORPORATION**

**Officers:**

Charlie Alvarez	-	President and Chief Executive Officer
Sean Guerin	-	Chief Operating Officer
Britt Sikes	-	Vice President of Sales and Service
Frank Gernert	-	Vice President of Business Development

**Directors:**

Charles Alvarez  
Sean Guerin  
Britt Sikes  
Frank Gernert  
Steve Hudson  
Richard C. Rochon

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**EXHIBIT B**  
**OFFICERS AND DIRECTORS**  
**OF**  
**SURVIVING CORPORATION**

**Officers:**

Charlie Alvarez	-	President and Chief Executive Officer
Sean Guerin	-	Chief Operating Officer
Britt Sikes	-	Vice President of Sales and Service
Frank Gernert	-	Vice President of Business Development

**Directors:**

Charles Alvarez  
Sean Guerin  
Britt Sikes  
Frank Gernert  
Steve Hudson  
Richard C. Rochon

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