

Division of Corporations

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P99000001386

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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(((H99000001278 3)))

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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
Phone : (850) 681-6528
Fax Number : (850) 681-6011

Please give January 15, 1999 effective date.
Date doc. was filed.

MERGER OR SHARE EXCHANGE

LOOMIS ACQUISITION (LOGIC), INC.

Certificate of Status	0
Certified Copy	0
Page Count	078
Estimated Charge	\$70.00

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Handwritten notes and signatures at the bottom right of the page.

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Page Count	07
Estimated Charge	\$70.00

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To:

Division of Corporations
Fax Number : (850) 922-4000

Attn: Karen

From:

Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
Phone : (850) 681-6528
Fax Number : (850) 681-6011

Resending pg. 1 of Plan.

Please give January 15, 1999 effective date.
Date doc. was filed.

MERGER OR SHARE EXCHANGE

LOOMIS ACQUISITION (LOGIC), INC.

Certificate of Status	0
Certified Copy	0
Page Count	07-25
Estimated Charge	\$70.00

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P. 002

(850) 487-8013 01/19/99 11:35 Fl Dept of State pl /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 1999

LOOMIS ACQUISITION (LOGIC), INC.
13900 49TH ST, N.
CLEARWATER, FL 33762-3739

SUBJECT: LOOMIS ACQUISITION (LOGIC), INC.
REF: P99000001386

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

THE SURVIVING CORPORATION MUST ALSO REFER TO THE ADOPTION BY THE SHAREHOLDERS.

THE PREPARER'S STATEMENT DID NOT COME THROUGH TOTALLY. THE LEFT SIDE WAS CUT OFF.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000001278
Letter Number: 799A00002370

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PRINTING LOGIC, INC., a Florida corporation, document number L32350

INTO

LOOMIS ACQUISITION (LOGIC), INC., a Florida corporation, P99000001386.

File date: January 15, 1999

Corporate Specialist: Karen Gibson

H99000001278 3

**STATE OF FLORIDA
ARTICLES OF MERGER OF**

PRINTING LOGIC, INC.
a Florida corporation

INTO

LOOMIS ACQUISITION (LOGIC), INC.
a Florida corporation

FILED
99 JAN 15 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101, entitled "Merger", the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and sole shareholder of Printing Logic, Inc., a Florida corporation (the "Merged Corporation") as of January 12, 1999. The Plan of Merger was adopted by the Board of Directors of Loomis Acquisition (Logic), Inc., a Florida corporation (the "Surviving Corporation"), as of January 12, 1999. The Surviving Corporation's shareholder approval is not required.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date and time filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger").
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by its shareholders immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.
- d. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with (i) 1,090.91 shares of Series C Preferred Stock of the Surviving Corporation's parent, Loomis Graphics, Inc. and (ii) cash in the amount of Two Hundred Dollars (\$200), so that in connection with the Merger the shareholders of the Merged Corporation shall receive in the aggregate One Hundred Nine Thousand Ninety-One (109,091) shares of Loomis Graphics, Inc. Series C Preferred Stock and Twenty Thousand Dollars (\$20,000) in cash.

H990000012783
Daniel Musca
101 E. Kennedy
Suite 2800
Tampa, FL 33602
(813) 229-7600
FL Bar # 0072877

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P. 004

H99000001278 3

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 12th day of January, 1999.

MERGED CORPORATION:

PRINTING LOGIC, INC.

By: William H. Marshall
William H. Marshall, President

SURVIVING CORPORATION:

LOOMIS ACQUISITION (LOGIC), INC.

By: Marc D. Loomis Pres.
Marc D. Loomis, President

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P. 005

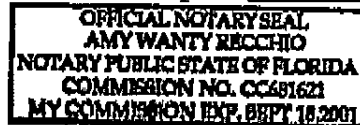
H99000001278 3

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 12th day of January, 1999, by William H. Marshall who [☒] is known to me, or who [☐] provided _____ as identification, and who did take an oath, as President of Printing Logic, Inc., a Florida corporation, on behalf of said corporation.

Amy Wanty Recchio
Notary Public
Print Name: _____
My Commission Expires: _____

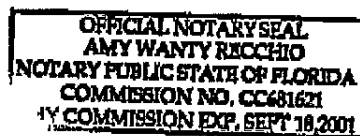


STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 12th day of January, 1999, by Marc D. Loomis, who [☒] is known to me, or who [☐] provided _____ as identification, and who did take an oath, as President of Loomis Acquisition (Logic), Inc., a Florida corporation, on behalf of said corporation.

Amy Wanty Recchio
Notary Public
Print Name: _____
My Commission Expires: _____



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PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 1st day of January, 1999, by and between Printing Logic, Inc., a Florida corporation (the "Merged Corporation") and Loomis Acquisition (Logic), Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is a Florida corporation and currently has One Hundred (100) shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has One Hundred (100) shares issued and outstanding;

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 368 (a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors and shareholders of the Merged Corporation and by the Board of Directors of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607. The Surviving Corporation's shareholder approval is not required.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or

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-1-

EXHIBIT "A"

H99000001278 3

not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

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ARTICLE IV
BOARD OF DIRECTORS, OFFICERS AND
SHAREHOLDER OF SURVIVING CORPORATION

The Board of Directors, officers and shareholder of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfers its ownership in the Surviving Corporation.

ARTICLE V
MANNER OF CONVERTING SHARES

The currently issued and outstanding shares of common stock of the Surviving Corporation immediately prior to the Merger shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. Each share of common stock of the Merged Corporation issued and outstanding at the time of the effective date of the Merger shall be canceled and replaced with 1,090.91 shares of Series C Preferred Stock of the Surviving Corporation's parent, Loomis Graphics, Inc. and cash in the amount of Two Hundred Dollars (\$200), so that in connection with the Merger, the shareholders of the Merged Corporation shall receive in the aggregate 109,091 shares of Loomis Graphics, Inc. Series C Preferred Stock and cash in the amount of Twenty Thousand Dollars (\$20,000).

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the Board of Directors and shareholders of the Merged Corporation and the Board of Directors of the Surviving Corporation, as provided by Florida Statutes Section 607.1103, as of January 1, 1999.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

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P. 009

H99000001278 3

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

LOOMIS ACQUISITION (LOGIC), INC.

By: 
William Bowersock, Vice President

PRINTING LOGIC, INC.

By: 
William H. Marshall, President

H990000012783