

P99000015729

Florida Department of State

Division of Corporations
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To:

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

From: Nery C. Toledo, Legal Assistant

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

DEAR FILING OFFICER: PLEASE FILE THIS DOCUMENT WITH AN EFFECTIVE FILING DATE OF TODAY, SEPTEMBER 29, 2000. THANK YOU. NERY C. TOLEDO, LEGAL ASSISTANT

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MERGER OR SHARE EXCHANGE

PRINTSOURCE USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF MERGER
Merger Sheet

MERGING:

PSC MERGER CO., a Florida corporation, document number P00000091828

INTO

PRINTSOURCE USA, INC., a Florida entity, P99000015729

File date: September 29, 2000

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

OF

PSC MERGER CO.,
a Florida corporation

WITH AND INTO

PRINTSOURCE USA, INC.,
a Florida corporation

FILED
00 SEP 29 PM 3:07
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Sections 607.1105 of the Florida Business Corporation Act ("FBCA"), PrintSource USA, Inc., a Florida corporation, and PSC Merger Co., a Florida corporation, hereby execute and adopt the following Articles of Merger and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are PrintSource USA, Inc., a Florida corporation, and PSC Merger Co., a Florida corporation.
2. PrintSource USA, Inc. is the surviving corporation.
3. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein.
4. The Plan of Merger was approved at a special meeting of the Board of Directors of PrintSource USA, Inc. called and held on September 11, 2000, and by the unanimous written consent of the shareholders of PrintSource USA, Inc. dated as of September 15, 2000. The Plan of Merger was approved by unanimous written consent of the Board of Directors and the sole shareholder of PSC Merger Co. on September 28, 2000.
5. The effective date and time of the Merger shall be upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with Section 607.1105 and 607.1106 of the FBCA.

[Signatures on following page.]

SEP-29-00 02:49PM FROM-AKERMANN SENTERFITT & EIDSON

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T-342 P.03/06 F-242

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IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed
as of September 29, 2000.

PSC MERGER CO., a Florida corporation

By: [Signature]
Name: Russ H. Huley
Title: CEO

PRINTSOURCE USA, INC., a Florida corporation

By: _____
Name: _____
Title: _____

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SEP-29-00 02:49PM FROM-AKERMANN SENTERFITT & EIDSON

+3053745085

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(H000000051799 5)

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed
as of September 29, 2000.

PSC MERGER CO., a Florida corporation

By: _____
Name: _____
Title: _____

PRINTSOURCE USA, INC., a Florida corporation

By: Chip L. Feltz
Name: Chip L. Feltz
Title: PRESIDENT

MIS:24251

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③

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Exhibit "A"

PLAN OF MERGER

This Plan of Merger (this "Plan") is adopted and approved as of September 29, 2000 between PRINTSOURCE USA, INC., a Florida corporation (sometimes hereinafter defined as the "Company") and PSC MERGER CO., a Florida corporation (sometimes hereinafter defined as the "Merging Corporation").

RECITALS

The Boards of Directors and shareholders of the Merging Corporation and the Company have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that the Merging Corporation be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I**The Merger**

At the Effective Time (as defined in Article V hereof), the Merging Corporation shall be merged with and into the Company in accordance with the Florida Business Corporation Act of the State of Florida, and the separate existence of the Merging Corporation shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II**The Surviving Corporation**

A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Incorporation and Bylaws of the Surviving Corporation.

B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Incorporation and Bylaws of the Surviving Corporation.

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C. At the Effective Time, the officers and directors of the Merging Corporation shall become the officers and directors of the Surviving Corporation until their successors are elected and qualified.

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of the Company, \$.001 par value per share (the "Company Common Stock"), which shall be issued and outstanding (other than shares held in treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive cash consideration from Kelmscott Communications, LLC, a California limited liability company ("Kelmscott"), in an amount equal to \$1.181 per share.

B. At the Effective Time, each share of Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each right to acquire shares of Company Common Stock, to the extent that any such rights exist, which shall be issued and outstanding, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

D. At the Effective Time, each share of common stock of the Merging Corporation, issued and outstanding immediately prior to the Effective Time shall be automatically converted into one share of Company Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation and the Company shall vest in the Surviving Corporation, and all liabilities and obligations of the Merging Corporation and the Company shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida, with respect to the Merger.

[END OF DOCUMENT]