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Division of Corporations

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P99000047899

Florida Department of State

Division of Corporations  
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To:

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

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP  
Account Number : 075500004387  
Phone : (813) 229-7600  
Fax Number : (813) 229-1660

Attention: Jalio Esquivel

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

PRESSTIGE PRINTING, INC.

Certificate of Status	1
Certified Copy	0
Page Count	7
Estimated Charge	\$78.75

Merger

12-3-99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COLLIER COUNTY PRINTING CO., a Florida corporation, H64565

INTO

**PRESSTIGE PRINTING, INC.**, a Florida entity, P99000047899

File date: December 3, 1999

Corporate Specialist: Darlene Connell

Fax Audit No.: H99000030778 7

**STATE OF FLORIDA**  
**ARTICLES OF MERGER OF**  
**COLLIER COUNTY PRINTING CO.**  
a Florida corporation  
  
**INTO**  
  
**PRESSTIGE PRINTING, INC.**  
a Florida corporation

**FILED**  
99 DEC -3 PM 1:25  
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 Collier County Printing Co., a Florida corporation (the "Merged Corporation"), as of November 30, 1999. The Plan of Merger was adopted by the Board of Directors of Presstige Printing, Inc., a Florida corporation (the "Surviving Corporation"), as of November 30, 1999. Pursuant to Florida Statutes Section 607.1103, the Surviving Corporation's shareholder is not required to approve the Plan of Merger.

**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 currently issued and outstanding shares of common stock of the Surviving Corporation owned by its shareholder immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.
- c. 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) 282.83 shares of Series D Preferred Stock of the Surviving Corporation's parent, Loomis Graphics, Inc. and (ii) cash in the amount of \$222.22, so that in connection with the Merger the shareholders of the Merged Corporation shall receive in the aggregate 127,273 shares of Loomis Graphics, Inc. Series D Preferred Stock and \$100,000.00 in cash.

Fax Audit No.: H99000030778 7  
Julio C. Esquivel, Esquire  
Shumaker, Loop & Kendrick, LLP  
101 East Kennedy Avenue, Suite 2800  
Tampa, Florida 33602  
813/227-2325  
Bar No.: 0940380

Fax Audit No.: H99000030778 7

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 30<sup>th</sup> day of November, 1999.

MERGED CORPORATION:

COLLIER COUNTY PRINTING CO.

By: [Signature]  
Thomas E. Connolly, President

SURVIVING CORPORATION:

PRESSTIGE PRINTING, INC.

By: [Signature]  
William Bowersock, Vice President

STATE OF FLORIDA )  
COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of November, 1999, by Thomas E. Connolly, who [✓] is known to me, or who [ ] provided \_\_\_\_\_ as identification, and who did take an oath, as President of Collier County Printing Co., a Florida corporation, on behalf of said corporation.

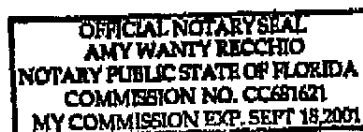
Amy Wandy Recchio  
Notary Public  
Print Name: Amy Wandy Recchio  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA )  
COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of November, 1999, by William Bowersock, who [✓] is known to me, or who [ ] provided \_\_\_\_\_ as identification, and who did take an oath, as Vice President of Prestige Printing, Inc., a Florida corporation, on behalf of said corporation.

Amy Wandy Recchio  
Notary Public  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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**EXHIBIT "A"**

**PLAN OF MERGER**

THIS PLAN OF MERGER, made and entered into as of the 30<sup>th</sup> day of November, 1999, by and between Collier County Printing Co., a Florida corporation (the "Merged Corporation"), and Preststige Printing, Inc., a Florida corporation (the "Surviving Corporation").

**WITNESSETH:**

WHEREAS, the Merged Corporation is a Florida corporation and currently has Four Hundred Fifty (450) shares issued and outstanding;

WHEREAS, Thomas E. Connolly ("Connolly") owns all of the issued and outstanding shares of the Merged Corporation;

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 deem 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, and in the manner prescribed by Florida Statutes Section 607.1103, the Surviving Corporation's shareholder is not required to approve the Plan of Merger.

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.

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**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 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; provided however, that all obligations due under that certain Lease dated June 17, 1992 as amended by the Amendment to Renew Lease dated April 23, 1997 between the Merged Corporation and 658963 Ontario, Limited from and after June 1, 2000 shall remain the obligation of Connolly.

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**

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) 282.83 shares of Series D Preferred Stock of the Surviving Corporation's parent, Loomis Graphics, Inc. and (ii) cash in the amount of \$222.22, so that in connection with the Merger the shareholders of the Merged Corporation shall receive in the aggregate 127,273 shares of Loomis Graphics, Inc. Series D Preferred Stock and \$100,000.00 in cash.

**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 of November 30, 1999, and in the manner prescribed by Florida Statutes Section 607.1103, the Surviving Corporation's shareholder is not required to approve the Plan of Merger.

**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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TEL:18132291660

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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.

COLLIER COUNTY PRINTING CO.

By: 

Thomas E. Connolly  
President

PRESSTIGE PRINTING, INC.

By: 

Bill Bowersock  
Vice President

Aur/Uoom/rgreen/gm/ao/oo

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