

CCRS
103 N. MERIDIAN STREET, TOWER LEVEL
TALLAHASSEE, FL 323
222-1173

FILING COVER SHEET
ACCT. # TA-14

P99000058187

CONTACT: CINDY HICKS

DATE: 6-20-00

700003296827--6
-06/20/00--01040--019
*****78.75 *****78.75

REF. #: 0173.12/69

CORP. NAME: Joe Pix, Inc Merger

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

FILED
00 JUN 20 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 8012 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials ASR
6/20/00

RECEIVED
00 JUN 20 AM 0:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

JOE PIX, INC., a Florida corporation P99000058187

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INTO

JOE PIX, INC.. a Delaware corporation not qualified in Florida

File date: June 20, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
JOE PIX, INC.
(A FLORIDA CORPORATION)
AND
JOE PIX, INC.
(A DELAWARE CORPORATION)

FILED
00 JUN 20 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporations herein named do hereby adopt the following Articles of Merger in accordance with Section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging corporation is:

Joe Pix, Inc., a Florida corporation
1011 Park Lane Street
Orlando, Florida 32803
Florida Document/Registration Number: P99000058187
FEI Number: 59-3587937

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving corporation is:

Joe Pix, Inc., a Delaware corporation
250 Montgomery Street
San Francisco, CA 94104
Florida Document/Registration Number: Simultaneous Qualification
FEI Number: Applied For.

THIRD: Annexed hereto and made a part hereof is the Plan of Merger (the "**Plan of Merger**") for merging Joe Pix, Inc., a Florida corporation (hereinafter referred to as "**MergeCo**" and the "**Merging Corporation**"), with and into Joe Pix, Inc., a Delaware corporation (hereinafter referred to as "**Survivor**" and the "**Surviving Corporation**"). Said Plan of Merge meets the requirements of Section 607.1105, Florida Statutes.

FOURTH: Said Plan of Merger was adopted and approved by each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes, to wit: (i) by the Written Consent of the Board of Directors and the Shareholders of MergeCo on May 31, 2000, pursuant to the provisions of the Florida Business Corporation Act; and (ii) by the Written Consent of the Board of Directors and the Shareholders of Survivor on May 31, 2000, pursuant to the provisions of the General Corporation Law of the State of Delaware.

FIFTH: The Survivor will continue its existence as the surviving corporation under the name "**Joe Pix, Inc.**" pursuant to the provisions of the General Corporation Law of the State of Delaware.

SIXTH: The Surviving Corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce

any obligation or rights of any dissenting shareholder of each corporation that is a party to the merger.

SEVENTH: The Surviving Corporation agrees to pay the dissenting shareholders of each corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions.

NINTH: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

TENTH: These Articles of Merger comply and were executed in accordance with the laws of the each party's applicable jurisdiction.

ELEVENTH: SIGNATURES FOR EACH PARTY:

Executed on this 16th day of June 2000.

Joe Pix, Inc.,
a Florida corporation

By: Michael E. Tremain

Name: Michael E. Tremain

Title: President

Joe Pix, Inc.
a Delaware corporation

By: Ed Roffman

Name: Ed Roffman

Title: President

**PLAN OF MERGER
OF
JOE PIX, INC.
(A FLORIDA CORPORATION)
AND
JOE PIX, INC.
(A DELAWARE CORPORATION)**

This PLAN OF MERGER is adopted and entered into by and among Joe Pix, Inc., a business corporation organized under the laws of the State of Florida ("**MergeCo**"), Joe Pix, Inc., a business corporation organized under the laws of the State of Delaware ("**Survivor**"), and PhotoPoint Corp. (USA), a business corporation organized under the laws of the State of Delaware and the sole stockholder of Survivor ("**Parent**").

1. The names of the corporations planning to merge are Joe Pix, Inc., a business corporation organized under the laws of the State of Florida, and Joe Pix, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Joe Pix, Inc., a Florida corporation, plans to merge is Joe Pix, Inc., a Delaware corporation. This Plan of Merger has been adopted by the resolutions of the Board of Directors of MergeCo on May 31, 2000, and by the resolutions of the board of Directors of Survivor on May 31, 2000.

2. MergeCo and Survivor shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Joe Pix, Inc., a Delaware corporation, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the "Joe Pix, Inc." pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of MergeCo, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

3. The Certificate of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Certificate of Incorporation of said surviving corporation at the effective time and date of the merger and said Certificate of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

5. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into the right to receive shares of the common stock of the Parent (the "**Merger Consideration**"). The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each

said share which is issued at the effective time and date of the merger shall continue to represent one (1) issued share of the surviving corporation.

7. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the stockholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware.

8. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the stockholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.