

P99600109864

# Florida Department of State

Division of Corporations

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## MERGER OR SHARE EXCHANGE

SUPERLETTER.COM, INC.

Certificate of Status	0
Certified Copy	1
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Mergers  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SUPERLETTER.COM, INC., a Delaware corporation not qualified in Florida

INTO

**SUPERLETTER.COM, INC.**, a Florida entity, P99000109864

File date: January 4, 2000

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

OF

**SUPERLETTER.COM, INC.,**  
a Delaware corporation

WITH AND INTO

**SUPERLETTER.COM, INC.,**  
a Florida corporation  
and a wholly-owned subsidiary of  
SuperLetter.com, Inc., a Delaware corporation

FILED  
00 JAN -4 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1104 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

**FIRST:** The names of the corporations proposing to merge (the "Merger") and the names of the states under the laws of which such corporations are organized are as follows:

SuperLetter.com, Inc., a Delaware corporation ("SL Delaware")  
SuperLetter.com, Inc., a Florida corporation ("SL Florida")

The surviving corporation shall be SL Florida.

**SECOND:** A copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

**THIRD:** The effective date of the Merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

**FOURTH:** Shareholder approval is not required for this Merger.

**FIFTH:** The Plan of Merger was adopted by the Board of Directors of SL Delaware, the shareholders of SL Delaware, and the Board of Directors of SL Florida on December 22, 1999.

Executed this 22<sup>nd</sup> day of December, 1999.



Christopher J. Schultheiss  
President

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**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**SUPERLETTER.COM, INC.**  
**(a Delaware corporation)**  
**INTO**  
**SUPERLETTER.COM, INC.**  
**(a Florida corporation)**

This PLAN OF MERGER dated December 22, 1999 is made by and between SuperLetter.com, Inc., a Delaware corporation ("SL Delaware") and SuperLetter.com, Inc., a Florida corporation ("SL Florida").

WHEREAS, SL Delaware owns 100% of the issued and outstanding shares of common stock of SL Florida; and

WHEREAS, the Boards of Directors of SL Delaware and SL Florida deem it advisable and in the best interest of the corporations and their respective shareholders to merge SL Delaware with and into SL Florida, with SL Florida designated as the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. SL Florida and SL Delaware shall be merged with and into a single corporation, with SL Florida being the surviving corporation from and after the effective time of the merger, and thereupon the separate existence of SL Delaware shall cease.
2. The Articles of Incorporation of SL Florida shall continue to be the Articles of Incorporation of the surviving corporation until amended as therein provided.
3. The by-laws of SL Florida shall continue to be the by-laws of the surviving corporation until changed, altered or amended as therein provided.
4. The directors and officers of SL Florida at the effective time of the merger shall be the members of the First Board of Directors and the first officers of the surviving corporation, until their respective successors are elected and qualified or their sooner resignation or removal.
5. From and after the effective time of the merger each issued and outstanding share of SL Delaware shall automatically be canceled. After the effective time of the merger SL Florida shall issue stock of SL Florida pro rata to the holders of the stock of SL Delaware on surrender

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of any certificates therefor. SL Florida shall issue 13,333.33 shares of common stock of SL Florida for each outstanding share of SL Delaware.

6. SL Delaware, as the sole shareholder of SL Florida, has dissenter's rights in connection with the merger, and SL Delaware is entitled to be paid the fair value of its shares if it complies with the provisions of Chapter 607 of the Florida Business Corporation Act regarding the rights of dissenting shareholders.

7. The effective time of this Plan of Merger, and the time at which the merger herein agreed upon shall become effective, shall be upon filing of the Articles of Merger with the Secretary of State of the State of Florida.

8. The merger herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the Secretary of the State of Florida upon a majority vote of the Board of Directors of either SL Delaware or SL Florida.

9. Pursuant to the Florida Business Corporation Act, this Plan of Merger has been approved by resolutions duly adopted by the Boards of Directors of SL Delaware and SL Florida and the shareholders of SL Delaware.

IN WITNESS WHEREOF, the undersigned has set his hand, this 22<sup>nd</sup> day of December, 1999.

SUPERLETTER.COM, INC.,  
a Delaware corporation

By: 

Christopher J. Schultheiss  
President

SUPERLETTER.COM, INC.,  
a Florida corporation

By: 

Christopher J. Schultheiss  
President

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