

P99000110340

Florida Department of State
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00 JAN 18 PM 3:43
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
LRPI MERGER CO.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Merger
[Handwritten initials]
1-19

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ARTICLES OF MERGER
MERGER SHEET

MERGING:

THE LITTLE RIVER PRESS, INC., A FLORIDA CORPORATION, DOCUMENT
NUMBER 238506

INTO

LRPI MERGER CO. WHICH CHANGED ITS NAME TO
LITTLE RIVER PRESS, INC., A FLORIDA ENTITY, P99000110340

FILE DATE: JANUARY 18, 2000

CORPORATE SPECIALIST: KAREN GIBSON

ARTICLES OF MERGER
OF
THE LITTLE RIVER PRESS, INC.,
a Florida corporation
WITH AND INTO
LRPI MERGER CO.,
a Florida corporation

FILED
00 JAN 18 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act ("FBCA"), The Little River Press, Inc., a Florida corporation, and LRPI Merger Co., a Florida corporation, hereby execute and adopt the following Articles of Merger and certify as follows:

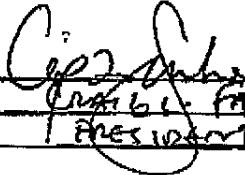
1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are The Little River Press, Inc., a Florida corporation, and LRPI Merger Co., a Florida corporation.
2. LRPI Merger Co. is the surviving corporation to the Merger.
3. A copy of the 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 by the Board of Directors and the shareholders of each corporation on January 18, 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 of the FBCA.

[Signatures on following page.]

H000000027722

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of January 18, 2000.

LRPI MERGER CO.,
a Florida corporation

By: 
Name: Charles F. Little
Title: PRESIDENT

THE LITTLE RIVER PRESS, INC.,
a Florida corporation

By: _____
Name: _____
Title: _____

H000000027722

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of January 18, 2000.

LRPI MERGER CO.,
a Florida corporation

By: _____
Name: _____
Title: _____

~~THE~~ **LITTLE RIVER PRESS, INC.,**
a Florida corporation

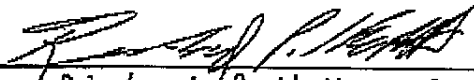
By: 
Name: Richard P. Nettina, Sr
Title: President

EXHIBIT "A"

PLAN OF MERGER

This Plan of Merger (this "Plan") is adopted and approved as of January 18, 2000 between **LRPI MERGER CO.**, a Florida corporation (hereinafter defined as the "Company") and **THE LITTLE RIVER PRESS, INC.**, a Florida corporation (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; provided, however, that the Articles of Incorporation of the Surviving Corporation shall be hereby amended to provide that, at the Effective Time, the name of the Surviving Corporation shall be Little River Press, Inc.

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.

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

ARTICLE III
Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of the Merging Corporation, no par value per share (the "Merging Corporation 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 (i) 40,560 shares of common stock, \$.001 par value per share, of PrintSource USA, Inc., a Florida corporation and the parent of the Surviving Corporation ("PrintSource Common Stock") and (ii) cash in an amount equal to \$17,217.7777. Fractional shares of PrintSource Common Stock will not be issued, instead shares of PrintSource Common Stock will be issued determined to the nearest whole share of PrintSource Common Stock.

B. At the Effective Time, each share of Merging Corporation 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 Merging Corporation 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 Company, \$.001 par value per share, issued and outstanding immediately prior to the Effective Time, 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]