

State of Idaho

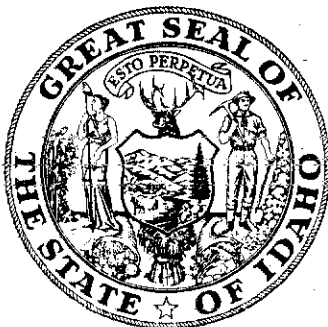
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of SUN OFFICE SYSTEMS, INC. a Nevada corporation into ASSOCIATED BUSINESS PRODUCTS, INC. an Idaho corporation file number C 40705, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of merger.

Dated: September 19, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Balmer*

ARTICLES OF MERGER
OF
SUN OFFICE SYSTEMS, INC.
INTO
ASSOCIATED BUSINESS PRODUCTS, INC.

SEP 19 10 35 AM '95

FIRST: Associated Business Products, Inc. (hereinafter referred to as the "parent corporation"), a corporation of the State of Idaho, owns all of the outstanding shares of each class of Sun Office Systems, Inc. (hereinafter referred to as the "subsidiary corporation"), a corporation of the State of Nevada.

STATE OF IDAHO

SECOND: A plan of merger was adopted by the board of directors of the parent corporation and the subsidiary corporation is to be merged into the parent corporation.

THIRD: Approval of the stockholders of either the parent or subsidiary corporation was not required.

FOURTH: The entire plan of merger is hereinafter set forth in its entirety:

PLAN OF MERGER

I.

Sun Office Systems, Inc., a Nevada corporation, ("Sun"), shall merge into Associated Business Products, Inc., an Idaho corporation, ("ABP"). ABP shall survive the merger and assume the liabilities of Sun. The separate corporate existence of Sun shall cease forth with upon the effective date of the merger. The name of the surviving corporation is Associated Business Products, Inc.

II.

ABP owns 100% of the outstanding shares of stock of Sun. The presently issued and outstanding shares of stock of Sun, which are the merging corporation, shall be converted into no shares or other securities or obligations of ABP, the surviving corporation, and shall be canceled and extinguished as a result of the aforesaid merger.

III.

The Certificate of Incorporation of ABP shall be the Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

IV.

The by-laws of ABP shall be the by-laws of the corporation surviving the mergers.

V.

The directors and officers of ABP shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are elected.

VI.

The merger shall become effective at 5:00 p.m. on Friday, September 29, 1995.

VII.

Upon the mergers becoming effective, the separate corporate existence of Sun shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Sun shall be transferred to, vested in and devolve upon ABP and ABP shall be subject to all liabilities of Sun without further act or deed and all property, rights and every other interest of ABP and Sun shall be effectively the property of ABP as they were of ABP and Sun respectively.

VIII.

The surviving corporation shall be governed by the laws of the State of Idaho, and may be served with process in the State of Nevada. Its agent to accept service of process is The Corporation Trust Company of Nevada. The address to which a copy of such process shall be mailed is The Corporation Trust Company of Nevada, One East First Street, Reno, NV 89501.

IX.

The respective Boards of Directors of ABP and Sun have duly approved the plan of merger of Sun with and into ABP as the surviving corporation as authorized by the laws of the State of Idaho and the laws of the State of Nevada.

IDAHO SECRETARY OF STATE

9/19/95 11:33:00 AM

Customer # 20168

IVC960014535 48152

CORPORATION TRUST COMPANY

1 @ 30.00 = 30.00

9/19/95 11:33:00 AM

Customer # 20168

IVC960014535 48152

CORPORATION TRUST COMPANY

1 @ 20.00 = 20.00

FIFTH: The parent corporation designates the following address as the address to which the Secretary of State of the State of Nevada is to mail any process served on him or her against the corporation: The Corporation Trust Company of Nevada, One East First Street, Reno, NV 89501.

SIXTH: This merger shall be effective at 5:00 p.m. on Friday, September 29, 1995.

ASSOCIATED BUSINESS PRODUCTS, INC.

By: Robert M. Kearns II
Robert M. Kearns II - Vice President

By: Karin M. Kinney
Karin M. Kinney - Assistant Secretary

STATE OF PENNSYLVANIA :
: ss
COUNTY OF CHESTER :

On September 4, 1995, personally appeared before me, Notary Public, Robert M. Kearns II and Karin M. Kinney, who acknowledged that they executed the above instrument.

Barbara H. Moyer
Signature of Notary

(NOTARY STAMP OR SEAL)

