

State of Delaware
Office of the Secretary of State

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SEC. OF STATE

97606

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"OCE-BRUNING, INC.", A DELAWARE CORPORATION,

"OCE GRAPHICS USA INC.", A DELAWARE CORPORATION,

"OCE-OREGON, INC.", A OREGON CORPORATION,

"OCE-USA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "OCE-OFFICE SYSTEMS, INC." UNDER THE NAME OF "OCE-USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 1993, AT 4:30 O'CLOCK P.M.

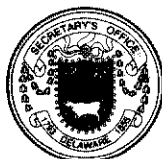
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

10 10.00= 10.00

1040 SECRETARY OF STATE
19940729 0900 17171 2
CX #: 6898 CUST# 15948
CORP

0932111 8330

944125015



EDWARD J. FREEL, SECRETARY OF STATE
19940729 0900 15513 2
CX #: 6829 CUST# 15948
CORP
10.00= 10.00

AUTHENTICATION: 7173872

DATE: # C 07-07-94