

# State of Idaho

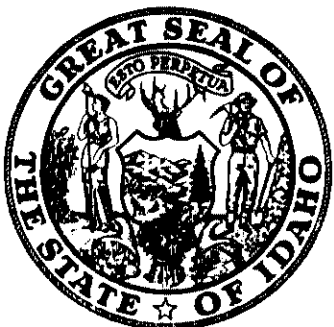
## Department of State

### 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 ASSOCIATED BUSINESS PRODUCTS, INC., an Idaho corporation, and YOST OFFICE SYSTEMS, INC., an Idaho corporation, into ALCO OFFICE SYSTEMS, INC., a Delaware corporation, 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 20, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

SEP 20 10 30 AM '95

**CLERK OF SUPERIOR COURT**

## PLAN OF MERGER

1.

11.

iii.

**IV.**

v.

VI.

vii

VIII.

The surviving corporation shall be governed by the laws of the State of Delaware, and may be served with process in the State of Idaho. Its agent to accept service of process is CT Corporation System. The address to which a copy of such process shall be mailed is 300 North 6th Street, Boise, ID 83701.

IX.

The respective Boards of Directors of AOS and ABP and Yost have duly approved this Plan providing for the mergers of ABP and Yost with and into AOS as the surviving corporation as authorized by the laws of the State of Idaho and the laws of the State of Delaware.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:


<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corporation</u>
Associated Business Products, Inc.	157.43	Common	157.43
Yost Office Systems, Inc.	62,606	Common	62,606

FOURTH: The Sole Shareholder of the subsidiary corporations holding 100% of the outstanding shares of each corporation waived the receipt of the plan of merger on August 31, 1995.

FIFTH: The undersigned corporation hereby (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of the rights of a dissenting shareholder of the above-mentioned subsidiary corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

Dated: September 4, 1995.

ALCO OFFICE SYSTEMS, INC.

By:   
J. Kenneth Cronley - Vice President

By:   
Barbara H. Moyer - Secretary