

# State of Idaho

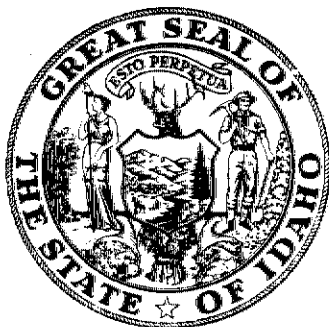
## Department of State

### 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 KINKO'S OF BOISE, INC., an Idaho corporation, file number C 91026 into KINKO'S NEW MASTER CORPORATION, a Delaware corporation, file number C 117231, 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: December 31, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Herald*

ARTICLES OF MERGER

Dec 31 9 48 AM '96

MERGING

KINKO'S OF BOISE, INC.  
(an Idaho corporation)

SECRETARY OF STATE  
STATE OF IDAHO

INTO

KINKO'S NEW MASTER CORPORATION  
(a Delaware corporation)

Pursuant to the provisions of Section 30-1-75 of the Idaho Business Corporation Act (the "Act"), the undersigned, being the President and the Secretary of Kinko's New Master Corporation, a Delaware corporation ("NEW KINKO'S"), do hereby certify that:

1. The name and place of organization of each constituent entity is as follows:
  - (i) Kinko's of Boise, Inc., an Idaho corporation (the "Disappearing Corporation"); and
  - (ii) Kinko's New Master Corporation, a Delaware corporation.
2. The name of the surviving corporation is Kinko's New Master Corporation, a Delaware corporation.
3. The Disappearing Corporation has 50,000 outstanding shares, all of which are owned by NEW KINKO'S. As such and pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 30-1-75 of the Act, the approval of the shareholders of NEW KINKO'S and the Disappearing Corporation, respectively, is not required.
4. A Plan of Merger, a complete copy of which is set forth in Exhibit A, by which the Disappearing Corporation merges into NEW KINKO'S (the "Plan of Merger") has been duly adopted by the board of directors of NEW KINKO'S, the sole shareholder of the Disappearing Corporation. Pursuant to Section 30-1-75 of the Act, approval of the Plan of Merger by the board of directors of the Disappearing Corporation is not required.
5. NEW KINKO'S, acting in its capacity as sole shareholder of the Disappearing Corporation, has waived its right to receive by mail a copy of the Plan of Merger.
6. The merger of the Disappearing Corporation into NEW KINKO'S shall be effective December 31, 1996.

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IDAHO SECRETARY OF STATE  
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7. NEW KINKO'S agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligations of the Disappearing Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Disappearing Corporation against NEW KINKO'S.


8. NEW KINKO'S irrevocably appoints the Secretary of State of the State of Idaho as its agent to accept service of process in any such proceeding.

9. NEW KINKO'S agrees to promptly pay to the dissenting shareholders of the Disappearing Corporation, the amount, if any, to which it shall be entitled under provisions of the Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as  
of DEC. 31, 1996.

KINKO'S NEW MASTER CORPORATION

By:   
Daniel R. Frederickson  
President

By:   
Stuart B. Blake  
Secretary

**EXHIBIT A**

**PLAN OF MERGER  
OF  
KINKO'S NEW MASTER CORPORATION  
AND  
KINKO'S OF BOISE, INC.**

**PLAN OF MERGER  
OF  
KINKO'S NEW MASTER CORPORATION  
AND  
KINKO'S OF BOISE, INC.**

DEC 31 9 49 AM '96

SECRETARY OF STATE  
STATE OF IDAHO

This Plan of Merger (the "Plan") is made and entered into as of DEC. 31, 1996 by and between Kinko's New Master Corporation, a Delaware corporation ("NEW KINKO'S"), and Kinko's of Boise, Inc., an Idaho corporation ("Subsidiary Corporation").

WHEREAS, NEW KINKO'S is a corporation organized under and governed by the laws of the State of Delaware, and its address is 255 West Stanley Avenue, Ventura, California, 93002;

WHEREAS, Subsidiary Corporation is a corporation organized under and governed by the laws of the State of Idaho;

WHEREAS, NEW KINKO'S is the sole owner of all of the outstanding capital stock of Subsidiary Corporation; and

WHEREAS, in connection with a plan of reorganization, NEW KINKO'S and Subsidiary Corporation have determined that it is advisable and in the best interests of such corporations and their stockholders that Subsidiary Corporation merge with and into NEW KINKO'S upon the terms and conditions provided herein (the "Merger") and, pursuant to Idaho Business Corporation Act Section 30-1-75, the Board of Directors of NEW KINKO'S has approved and adopted this Plan.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual agreements herein contained and of the mutual benefits provided hereby, the parties hereto hereby agree as follows:

1. Merger. The effective date of the Merger shall be December 31, 1996 (the "Effective Date"). On the Effective Date, Subsidiary Corporation shall be merged with and into NEW KINKO'S and the separate existence of Subsidiary Corporation shall thereupon cease. NEW KINKO'S shall continue its corporate existence in the State of Delaware as the surviving corporation (the "Surviving Corporation") after the Effective Date of the Merger.

2. Certificate of Incorporation. The Certificate of Incorporation of NEW KINKO'S, as in effect immediately prior to the Effective Date, shall continue to be the Certificate of Incorporation of the Surviving Corporation without change or amendment until duly amended in accordance with the provisions thereof and applicable law.

3. Conversion of Shares. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of Subsidiary Corporation outstanding immediately prior thereto shall automatically be cancelled.

4. Subsequent Action. If at any time after the Effective Date it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of Subsidiary Corporation, or otherwise to carry out the provisions of this Plan, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of Subsidiary Corporation and in its name to take such action and execute, deliver and file such instruments and documents.

5. Rights and Duties of NEW KINKO'S. On the Effective Date, NEW KINKO'S shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of Subsidiary Corporation; and all property (real, personal and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to Subsidiary Corporation shall continue and be taken and deemed to be transferred to and vested in NEW KINKO'S, without further act or deed; and NEW KINKO'S shall thenceforth be responsible and liable for all the liabilities and obligations of Subsidiary Corporation.

6. Termination. At any time prior to the Effective Date, this Plan may be terminated and the Merger abandoned at the election of the Board of Directors of NEW KINKO'S.


7. Waiver of Mailing Requirement. NEW KINKO'S, the sole shareholder of all of the outstanding stock of Subsidiary Corporation, has waived the requirement of Section 30-1-75 of the Idaho Business Corporation Act that a copy of this Plan be mailed to NEW KINKO'S. The waiver is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed as of the day and year first above written.

KINKO'S NEW MASTER CORPORATION,  
a Delaware corporation

By:   
Daniel E. Frederickson  
President

KINKO'S OF BOISE, INC.,  
an Idaho corporation

By:   
Stuart B. Blake  
President



**EXHIBIT 1**

**WAIVER  
OF  
MAILING REQUIREMENT  
OF  
SOLE SHAREHOLDER  
OF  
KINKO'S OF BOISE, INC.**

In accordance with Section 30-1-75 of the Idaho Business Corporation Act, the undersigned, being the sole shareholder of Kinko's of Boise, Inc., an Idaho corporation, does hereby waive the right to receive a mailed copy or summary of the Plan of Merger entered into by Kinko's of Boise, Inc. and Kinko's New Master Corporation on DEC. 31, 1996.

Such waiver shall allow the filing of the articles of merger in the State of Idaho without the 30-day waiting period.

Dated: DEC. 31, 1996

KINKO'S NEW MASTER CORPORATION,  
a Delaware corporation

By:   
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Daniel R. Frederickson  
President