

# 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 ROCKMONT ENVELOPE COMPANY, an Idaho corporation, into MAIL-WELL ENVELOPE COMPANY, a Delaware corporation, duly signed and verified 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 1, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Larry J. Clark*

SEP 1 11 42 AM '93  
SECRETARY OF STATE

ARTICLES OF MERGER

AUG 31 3 15 PM '93  
SECRETARY OF STATE

OF

ROCKMONT ENVELOPE COMPANY

INTO

MAIL-WELL ENVELOPE COMPANY

Pursuant to the provisions of Sections 30-1-75 and 30-1-77 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a subsidiary corporation into the parent corporation, which is the surviving corporation:

FIRST: The merging corporations are Rockmont Envelope Company, an Idaho corporation and a wholly-owned subsidiary of Mail-Well Envelope Company (hereinafter sometimes referred to as the "Subsidiary Corporation"), and Mail-Well Envelope Company, a Delaware corporation (hereinafter sometimes referred to as the "Parent Corporation" or the "Surviving Corporation"). Mail-Well Envelope Company is the surviving corporation in the merger. The laws of both jurisdictions permit such a merger.

SECOND: The plan of merger is attached hereto as Exhibit A and was approved by the Board of Directors of the Parent Corporation in accordance with Section 30-1-75 of the Idaho Business Corporation Act.

THIRD: The number of outstanding shares of each class of stock of the Subsidiary Corporation and the number of such shares of each class owned by the Parent Corporation are as follows:

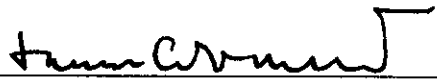
<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Parent Corporation</u>
Rockmont Envelope Company	100	Common	100

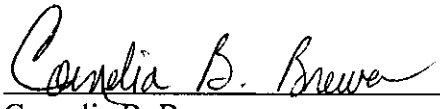
FOURTH: The sole shareholder (the Parent Corporation) of the Subsidiary Corporation waived the mailing of the plan of merger. The waiver is dated August 25, 1993.

FIFTH: The Surviving 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 Subsidiary Corporation against the Surviving Corporation; (b) irrevocably appoints the Secretary of the 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 the Subsidiary 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: August 27, 1993

MAIL-WELL ENVELOPE COMPANY  
(The Parent Corporation)

By:   
James C. Van Meter  
Executive Vice President - Finance ASG

  
Cornelia B. Brewer  
Assistant Secretary ASG

STATE OF GEORGIA   )  
  ) ss.  
COUNTY OF FULTON )

I, Karen B. Bellanca, a Notary Public, do hereby certify that on this 27<sup>th</sup> day of August, 1993, personally appeared before me JAMES C. VAN METER, who, being by me first duly sworn, declared that he is the Executive Vice President - Finance of Mail-Well Envelope Company, a Delaware corporation, and that he signed the foregoing document as Executive Vice President - Finance of the corporation, and that the statements therein contained are true.

[NOTARIAL SEAL]

Karen B. Bellanca  
Notary Public for Georgia

Residing at: 2080 Prospect Rd  
Lawrenceville, GA 30243

My commission expires: Notary Public, Gwinnett County, Georgia  
My Commission Expires April 7, 1996

## PLAN OF MERGER

PLAN OF MERGER, as approved and adopted on August 24, 1993, by resolutions of the Board of Directors of each of the following corporations:

<u>Name of Corporation</u>	<u>Date of Incorporation</u>	<u>State of Incorporation</u>
Mail-Well Envelope Company	July 2, 1975	Delaware
Rockmont Envelope Company	February 11, 1985	Idaho

FIRST: A. Rockmont Envelope Company, an Idaho corporation and a wholly-owned subsidiary of Mail-Well Envelope Company, hereinafter sometimes referred to as the "Subsidiary Corporation", is proposing to merge with and into Mail-Well Envelope Company, a Delaware corporation, hereinafter sometimes referred to as "Mail-Well" or the "Surviving Corporation."

B. Mail-Well and the Subsidiary Corporation shall merge in accordance with the applicable provisions of the statutes of the respective states of incorporation and upon the terms and provisions of this Plan of Merger.

SECOND: The terms and conditions of the merger are as follows:

A. Upon the merger becoming effective:

(1) The Certificate of Incorporation of Mail-Well then in effect shall be the Certificate of Incorporation of the Surviving Corporation until it shall thereafter be altered, amended or repealed in accordance with law; and the Certificate of Incorporation may be certified, separate and apart from this Plan of Merger, as the Certificate of Incorporation of the Surviving Corporation.

(2) The Bylaws of Mail-Well then in effect shall be and constitute the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended, or repealed in accordance with law and said Bylaws.

B. Upon the merger becoming effective, (i) all of the issued and outstanding shares of common stock of the Subsidiary Corporation shall be surrendered, cancelled and retired, (ii) any and all shares of common stock of the Subsidiary Corporation held as treasury shares by the Subsidiary Corporation shall be cancelled and retired and no consideration shall be issued or given in exchange therefor, (iii) each certificate representing shares of common stock of the Subsidiary Corporation shall thereupon be

deemed cancelled, and (iv) each issued and outstanding share of stock of Mail-Well shall remain issued and outstanding and shall constitute the issued and outstanding stock of the Surviving Corporation of the merger.

THIRD: The merger shall be effective on September 1, 1993.

FOURTH: The merger may be abandoned by resolutions of the Boards of Directors of Mail-Well and of the Subsidiary Corporation at any time prior to the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State.