

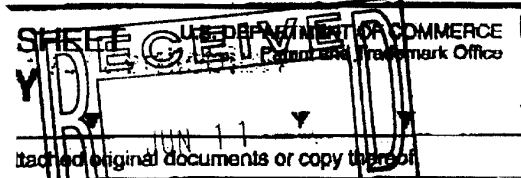
FORM PTO-1594 (Rev. 8-93) OMB No. 0651-0011 (exp. 4/94)

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06-15-1998



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Tab settings

To the Honorable Commissioner of

1. Name of conveying party(ies):

Danka Business Systems, Inc.

MRD
6/10/98

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State of Florida, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

March 31, 1998

Execution Date:

2. Name and address of receiving party(ies)

Name: Danka Transition Company

Internal Address:

Street Address: 11201 Danka Circle North St. Petersburg FL 33716 City: State: ZIP:

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See attached Exhibit "A"

B. Trademark Registration No.(s)

See attached Exhibit "B"

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: J. Todd Timmerman, Esquire

Internal Address:

Shumaker, Loop & Kendrick, LLP P. O. Box 172609

Street Address:

City: Tampa State: FL ZIP: 33672-0609

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 3.41) \$ 315.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

06/15/1998 DC0ATES 00000012 2040762

DO NOT USE THIS SPACE

01 FC:481 40.00 DP 02 State: 275.00 DP

Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

J. Todd Timmerman, Esq.

Name of Person Signing

Signature

06/10/98

Date

Total number of pages including cover sheet, attachments, and document:

14

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 1740 FRAME: 0054

Exhibit "A"

Mark

Application/Registration Number

THE FUTURE OF OFFICE AUTOMATION

75/334143

Exhibit "B"

<u>Mark</u>	<u>Application/Registration Number</u>
DANKA	2,040,762
DANKA (and design)	1,556,276
DANKA WORLD-CLASS PRODUCTS. WORLD-CLASS SERVICE. (stylized)	2,056,306
DEX (stylized)	991,889
G5 MINIMYTE	1,918,760
MAKE A WORLD OF DIFFERENCE	1,932,564
OMNIFAX	1,148,802
SOME THINGS JUST CAN'T BE DUPLICATED	1,875,563
T (and design)	893,183
TELAUTOGRAPH	1,239,208
TELEPEN	987,748

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on March 31, 1998, as shown by the records of this office.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-third day of April, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

DANKA BUSINESS SYSTEMS, INC., a FL corp. P96000014002

INTO

DANKA TRANSITION COMPANY, a Delaware corporation not qualified in
Florida.

File date: March 31, 1998

Corporate Specialist: Susan Payne

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

REEL: 1740 FRAME: 0058



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1998

CT Corporation System

Tallahassee, FL

SUBJECT: DANKA BUSINESS SYSTEMS, INC.
Ref. Number: P96000014002

We have received your document for DANKA BUSINESS SYSTEMS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of the plan by the merged corporation was not indicated in this merger.

When this merger is corrected, please also return the merger to be filed second with DANKA OFFICE IMAGING COMPANY as the survivor. (\$175 is pending to cover this merger)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 898A00017137

4-1-98
Susan —
Please backdate both
mergers to 3-31-98.
Thanks,
Tamera

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER

OF

DANKA BUSINESS SYSTEMS, INC.
a Florida corporation

INTO

DANKA TRANSITION COMPANY
a Delaware corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 31 PM 3:20

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act (the "FBCA") hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge are Danka Business Systems, Inc., a Florida corporation (the "Merger Corporation") and Danka Transition Company, a Delaware corporation (the "Surviving Entity").

SECOND: The proposed merger is permitted by the laws of the State of Delaware and the Surviving Entity is complying with those laws in effecting the merger.

THIRD: The Surviving Entity is complying with Section 607.1105 of the FBCA; the Merger Corporation is complying with the applicable provisions of 607.1101 through 607.1104 of the FBCA.

FOURTH: The Agreement and Plan of Merger is attached hereto as Exhibit A and made a part hereof.

FIFTH: The effective date and time of the merger shall be March 31, 1998 at 10:00 a.m. Eastern Standard Time.

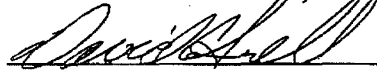
SIXTH: The Agreement and Plan of Merger was adopted by unanimous written consent of the shareholders of the Merger Corporation ^{on 3/23/98}. The Agreement and Plan of Merger was adopted by the Board of Directors of the Surviving Entity on March 23, 1998. Approval of the shareholders of the Surviving Entity was not required pursuant to Section 607.1103 of the FBCA and Section 251 of the Delaware General Corporation Law because: (i) the certificate of incorporation of the Surviving Corporation will not differ from its certificate before the merger; (ii) each shareholder of the Surviving Corporation whose shares were outstanding immediately before the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger; and (iii) the number and kind of shares outstanding as a result of the merger and by the conversion of securities issued pursuant to the merger, will not exceed the total number and kind of shares of the Surviving

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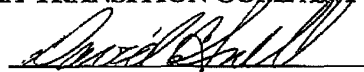
Corporation authorized by its certificate of incorporation immediately before the merger.

Signed this 23rd day of March, 1998.

DANKA BUSINESS SYSTEMS, INC.

By: 
David C. Snell, Vice President

DANKA TRANSITION COMPANY

By: 
David C. Snell, Vice President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made and entered into on March 23, 1998 by and between DANKA BUSINESS SYSTEMS, INC., a Florida corporation ("DBS"), and DANKA TRANSITION COMPANY, a Delaware corporation ("DTC"). In consideration of the covenants and conditions contained herein and for other good and valuable consideration, the parties, intending to be legally bound, agree as follows:

1. **Background and Purpose.** DBS and DTC are wholly-owned subsidiaries of Danka Holding Company, a Nevada corporation ("DHC"). DHC has determined that it is in its best interest and the best interest of DBS and DTC to merge DBS with and into DTC.

2. **The Merger.** Upon the terms and subject to the satisfaction of the conditions precedent contained in this Agreement, at the Effective Time (as defined below) DBS shall be merged (the "Merger") with and into DTC pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 252 of the Delaware General Corporation Law, as amended (the "DGCL"). The Merger shall be a tax free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended. Upon the Merger, DTC shall be the surviving corporation (the "Surviving Corporation") and its corporate existence shall continue unaffected by the Merger and the corporate existence of DBS shall cease and thereupon DBS and DTC shall become a single corporation.

3. **Conversion of Shares.** At the Effective Time (as hereinafter defined), the rights of the stockholders of the constituent corporations and the conversion of their shares shall be as follows:

- a. The 100 outstanding common shares, with par value of \$1.00 per share, of DBS shall be canceled and extinguished.
- b. The 100 outstanding common shares, without par value, of the Surviving Corporation, shall remain outstanding.

4. **Name.** The name of the surviving corporation shall be "Danka Transition Company."

5. **Certificate of Incorporation.** The Certificate of Incorporation of DTC in effect at and as of the Effective Time will remain the Certificate of Incorporation of the Surviving Corporation without any modification or amendment in the Merger.

6. **By-laws.** At the Effective Time, the By-laws of DTC shall become the By-laws of the Surviving Corporation.

7. **Authorized Shares.** The Surviving Corporation shall be authorized to issue up to 10,000 shares of voting, common stock without par value and 2,000,000,000 shares of preferred stock, par value \$.001 per share.

8. **Directors.** On and after the Effective Time, the Directors of the Surviving Corporation shall be Daniel M. Doyle, David C. Snell and Debra Taylor, who shall hold office until the next annual meeting of the stockholders of the Surviving Corporation and until their successors are elected or until their earlier resignation, removal from office or death.

9. **Corporate Officers.** On and after the Effective Time the corporate officers of the Surviving Corporation shall be as follows:

Chief Executive Officer	-	Daniel M. Doyle
President	-	R. Paul Umberg
Vice President	-	David C. Snell
		David P. Berg
		Paul M. Natale
		Debra A. Taylor
Treasurer	-	Paul K. Suijk
Assistant Treasurer	-	Robert J. Willsea
		L. Jean Berry
Secretary	-	David P. Berg
Assistant Secretary	-	Keith J. Nelsen
		L. Jean Berry
		W. Thompson Thorn, III

These officers shall hold office until the next annual meeting of the directors of the Surviving Corporation and until their successors are elected or until their earlier resignation, removal from office or death.

10. **Submission to Stockholders.** This Agreement shall be submitted for adoption and approval by the stockholders and directors of DBS in conformity with the laws of the State of Florida and shall be submitted for adoption and approval to the directors of DTC in conformity with the laws of the State of Delaware. Upon the adoption and approval of this Agreement by the stockholders or directors, as appropriate, of each of the constituent corporations, the Agreement shall be signed by the duly authorized officers of each of the constituent corporations.

11. **Articles of Merger/Certificate of Merger.** Following the approval and execution of this Agreement, Articles of Merger shall be executed by the officers of DBS and DTC and shall be filed with the Office of the Secretary of State of Florida in the manner required by Section 607.1105 of the FBCA and a Certificate of Merger shall be executed by the designated officers DTC and shall be filed with the Office of the Secretary of State of Delaware in the manner required by Section 252 of the DGCL.

12. **Effective Time.** Unless state law dictates otherwise, the effective time of the Merger (the "Effective Time") contemplated by this Agreement shall be the later of (i) 10:00 a.m. Eastern Standard Time on March 31, 1998 or (ii) such time as the Articles of Merger are deemed to

be effective under state law in Florida and the Certificate of Merger is deemed to be effective under state law in Delaware.

13. **Binding Effect.** This Agreement shall be binding upon and inure to the benefit to the parties hereto and their respective successors and assigns.

14. **Amendments.** No amendment or variation of the terms and conditions of this Agreement shall be valid unless the same is in writing and signed by all of the parties to this Agreement.

15. **Headings.** The section headings contained herein are for convenience only and shall not in any way affect the interpretation or enforceability of any provision of this Agreement.

16. **Governing Law.** This Agreement shall be construed and enforced pursuant to the laws of the State of Delaware.

17. **Entire Agreement.** This Agreement contains the entire agreement between the parties hereto with respect to the transactions contemplated in this Agreement.

IN WITNESS WHEREOF, the duly authorized officers of the parties to this Agreement have executed this Agreement as of the date indicated above.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DANKA BUSINESS SYSTEMS, INC.", A FLORIDA CORPORATION, WITH AND INTO "DANKA TRANSITION COMPANY" UNDER THE NAME OF "DANKA TRANSITION COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9039982

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**CERTIFICATE OF MERGER
OF
DANKA BUSINESS SYSTEMS, INC.
INTO
DANKA TRANSITION COMPANY**

Pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL"), Danka Transition Company, a Delaware corporation (the "Company"), as the surviving corporation in a merger, hereby submits the following Certificate of Merger.

FIRST: On March 23, 1998, the Company and Danka Business Systems, Inc., a Florida corporation (the "Merger Corporation") entered into an agreement and plan of merger (the "Merger Agreement") providing for the merger of the Merger Corporation with and into the Company pursuant to Section 252 of the DGCL.

SECOND: The Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the DGCL.

THIRD: The name of the surviving corporation is Danka Transition Company, a corporation organized and existing under the laws of the State of Delaware.

FOURTH: The Certificate of Incorporation of Danka Transition Company, a Delaware corporation, which is the surviving corporation, shall be the Certificate of Incorporation of the surviving corporation following the merger.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Company; said principal place of business is located at 11201 Danka Circle North, St. Petersburg, Florida 33716.

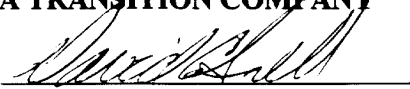
SIXTH: Upon request and without cost, the Company will furnish a copy of the Merger Agreement to any stockholder of the Company or the Merger Corporation; such requests should be directed to the Secretary of the Company at 11201 Danka Circle North, St. Petersburg, Florida 33716.

SEVENTH: The authorized capital stock of the Merger Corporation is 1,000 shares of common stock, par value \$1.00.

EIGHTH: This Certificate of Merger shall be effective at 10:00 a.m. Eastern Standard Time on March 31, 1998.

DANKA TRANSITION COMPANY

By:



David C. Snell, Vice President

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RECORDED: 06/10/1998

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