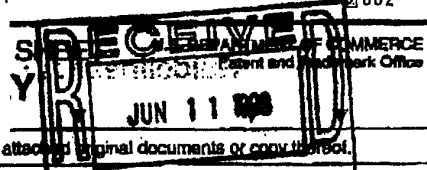


FORM PTO-1594 (Rev. 8-93)

OMB No. 0651-0011 (exp. 4/94)

08-21-1998



Tab settings

To the Honorable Commissioner of Patents and Trademarks 100760960

attached original documents or copy thereof.

1. Name of conveying party(ies):

Danka Transition Company

6/11/98 MRO

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

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

2. Name and address of receiving party(ies)

Name: Danka Holding 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

3. Nature of conveyance:

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

March 31, 1998

Execution Date:

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

Street Address:

P. O. Box 172609

Tampa

FL

City: State: ZIP: 33672-0609

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41): \$465.00

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 DCURTIS 00000011 75277191

DO NOT USE THIS SPACE

01 FC:481 40.00 DP 02 FC:482 425.00 DP

9. 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: 8

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

TRADEMARK

REEL: 1741 FRAME: 0634

Exhibit "A"

<u>Mark</u>	<u>Application/Registration Number</u>
DANKA	75/277191
DANKA ONE SOURCE ... A WORLD OF SOLUTIONS	75/311067
DANKA SERVICES INTERNATIONAL	75/405527
OMNIBOARD	75/308126
OMNIFLEX	75/304186
ONE COMPANY. ONE WORLD. NO LIMITS.	75/358534
THE FUTURE OF OFFICE AUTOMATION	75/334143

TRADEMARK
REEL: 1741 FRAME: 0635

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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

TRADEMARK
REEL: 1741 FRAME: 0636

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**CERTIFICATE OF MERGER
OF
DANKA HOLDING COMPANY
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 Holding Company, a Nevada 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, which shall hereinwith be changed to Danka Holding Company, a Delaware corporation, a corporation organized and existing under the laws of the State of Delaware.

FOURTH: The Certificate of Incorporation of the Company 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.

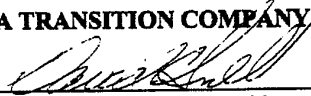
SIXTH: Upon request and without cost, the Company will furnish a copy of the Merger Agreement to any stockholder of the Company or the Merger Corporation; such requests should be directed to the Secretary of the Company at 11201 Danka Circle North, St. Petersburg, Florida 33716.

SEVENTH: The authorized capital stock of the Merger Corporation is 10,000 shares of common stock, without par value, and 2,000,000,000 shares of preferred stock, par value \$.001.

EIGHTH: This Certificate of Merger shall be effective at 11:00 a.m. Eastern Standard Time on March 31, 1998.

DANKA TRANSITION COMPANY

By:



David C. Snell, Vice President