



Tab settings     4-24-00

101341124

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

- (a) PROGRAPH MANAGEMENT SYSTEMS, INC.
- (b) PROGRAPH BINDERY SYSTEMS, INC. and
- (c) PROGRAPH PRODUCTION SYSTEMS, INC.

- Individual(s)  Association
- General Partnership  Limited Partnership
- Corporation-State New York; PA and PA
- Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)

Name: PROGRAPH SYSTEMS, INC.

Internal Address: The Crane Building

Street Address: 40 24th Street, Fifth Floor

City: Pittsburgh State: PA ZIP: 15222

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State PA
- 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  Merger
- Security Agreement  Change of Name
- Other \_\_\_\_\_

Execution Date: March 11, 1999

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

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE 1

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE 2

Additional numbers attached?  Yes  No

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

Name: DAVID V. RADACK

Internal Address: Eckert Seamans

Cherin & Mellott, LLC

Street Address: 600 Grant Street

44th Floor

City: Pittsburgh State: PA ZIP: 15219

6. Total number of applications and registrations involved: 28

7. Total fee (37 CFR 3.41).....\$715.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

05/01/2000 DNGUYEN 00000162 75259935

01 FC:481 40.00 DP  
02 FC:482 675.00 DP

DO NOT USE THIS SPACE

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.

David V. Radack  
Name of Person Signing

Signature

April 20, 2000  
Date

Total number of pages including cover sheet, attachments, and document: 23

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments, TRADEMARK  
Washington, D.C. 20231

REEL: 002063 FRAME: 0609

**SCHEDULE 1****FEDERAL APPLICATIONS**

| <b>MARK</b>                                      | <b>APPLICATION SERIAL NO.</b> | <b>FILING DATE</b>       |
|--|-------------------------------|--------------------------|
| <b>THE FINISHING LINE</b>                        | <b>75/259,935</b>             | <b>March 19, 1997</b>    |
| <b>THE HARMONIQUE SUITE</b>                      | <b>75/417,572</b>             | <b>January 13, 1998</b>  |
| <b>PREDITOR</b>                                  | <b>75/450,825</b>             | <b>March 16, 1998</b>    |
| <b>PRODUCTION PLANNER<br/>BASIC</b>              | <b>75/618,514</b>             | <b>January 11, 1999</b>  |
| <b>PRODUCTION PLANNER<br/>TOOLBOX LITE</b>       | <b>75/618,515</b>             | <b>January 11, 1999</b>  |
| <b>PRODUCTION PLANNER</b>                        | <b>75/618,516</b>             | <b>January 11, 1999</b>  |
| <b>PRODUCTION PLANNER<br/>ADDRESSING MANAGER</b> | <b>75/618,518</b>             | <b>January 11, 1999</b>  |
| <b>PRODUCTION PLANNER<br/>PRESS DELIVERED</b>    | <b>75/618,717</b>             | <b>January 11, 1999</b>  |
| <b>POWERPLANT</b>                                | <b>75/863,788</b>             | <b>December 3, 1999</b>  |
| <b>PRINTCAFE.COM</b>                             | <b>75/869,637</b>             | <b>December 13, 1999</b> |
| <b>PRINTCAFE</b>                                 | <b>75/869,892</b>             | <b>December 13, 1999</b> |
| <b>PRINTCAFE.NET</b>                             | <b>75/869,893</b>             | <b>December 13, 1999</b> |
| <b>PRINTCAFE</b>                                 | <b>75/897,513</b>             | <b>January 18, 2000</b>  |
| <b>PRINTCAFE.REMOTE</b>                          | <b>75/897,514</b>             | <b>January 18, 2000</b>  |
| <b>WIRED ON PRINT</b>                            | <b>75/898,330</b>             | <b>January 18, 2000</b>  |
| <b>PRINTELLECT.COM</b>                           | <b>75/898,341</b>             | <b>January 18, 2000</b>  |
| <b>PRINTELLECT</b>                               | <b>75/898,342</b>             | <b>January 18, 2000</b>  |

**SCHEDULE 2****FEDERAL REGISTRATIONS**

| <b>MARK</b>                     | <b>REGISTRATION NO.</b> | <b>REGISTRATION DATE</b>  |
|---------------------------------|-------------------------|---------------------------|
| <b>ELYSIUM AND DESIGN</b>       | <b>1,967,919</b>        | <b>April 16, 1996</b>     |
| <b>CUSTOMER SERVICE TOOLBOX</b> | <b>2,046,785</b>        | <b>March 18, 1997</b>     |
| <b>PROGRAPH</b>                 | <b>2,060,046</b>        | <b>May 6, 1997</b>        |
| <b>MISCELLANEOUS DESIGN</b>     | <b>2,060,047</b>        | <b>May 6, 1997</b>        |
| <b>RESET</b>                    | <b>2,080,161</b>        | <b>July 15, 1997</b>      |
| <b>MAGPRO</b>                   | <b>2,093,575</b>        | <b>September 2, 1997</b>  |
| <b>PREVIEW</b>                  | <b>2,100,119</b>        | <b>September 23, 1997</b> |
| <b>BOSS</b>                     | <b>2,129,352</b>        | <b>January 13, 1998</b>   |
| <b>LINEMAN</b>                  | <b>2,172,578</b>        | <b>July 24, 1998</b>      |
| <b>B-STAT</b>                   | <b>2,190,502</b>        | <b>September 22, 1998</b> |
| <b>BL/ISS</b>                   | <b>2,277,388</b>        | <b>September 14, 1999</b> |

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

209

PROGRAPH SYSTEMS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2865703

MICROFILM NUMBER: 09941

0643-0659

MATTHEW D'EMILIO ESQ  
4075 WILLIAM PENN HWY  
MURRYSVILLE PA 15668

TRADEMARK  
REEL: 002063 FRAME: 0611

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

210

PROGRAPH MANAGEMENT SYSTEMS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
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QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2129322

MICROFILM NUMBER: 09941

0643-0659

X  
X

TRADEMARK  
REEL: 002063 FRAME: 0612

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

211

PROGRAPH BINDERY SYSTEMS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2610118

MICROFILM NUMBER: 09941

0643-0659

X  
X

TRADEMARK  
REEL: 002063 FRAME: 0613

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

212

PROGRAPH PRODUCTION SYSTEMS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2737774

MICROFILM NUMBER: 09941

0643-0659

X  
X

TRADEMARK  
REEL: 002063 FRAME: 0614

9941-643

2865703

Filed in the Department of State on APR 30 1999

ARTICLES AND PLAN OF MERGER Secretary of the Commonwealth

Microfilm Number Filed with the Department of State on

Entity Number Secretary of the Commonwealth

ARTICLES OF MERGER

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to Articles of Merger), the undersigned business corporations, desiring to effect a merger, hereby state that:

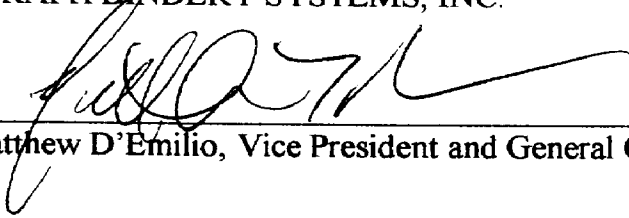
1. The name of the domestic corporation resulting from the merger is: PROGRAPH SYSTEMS, INC.
2. The address of the registered office in this Commonwealth of PROGRAPH SYSTEMS, INC. is: 40 24<sup>TH</sup> STREET, FIFTH FLOOR, PITTSBURGH, PA 15222
3. The name and registered office address in this Commonwealth of the merging corporations are: PROGRAPH MANAGEMENT SYSTEMS, INC, 40 24<sup>TH</sup> STREET, FIFTH FLOOR, PITTSBURGH, PA 15222, PROGRAPH BINDERY SYSTEMS, INC, 40 24<sup>TH</sup> STREET, FIFTH FLOOR, PITTSBURGH, PA 15222 and PROGRAPH SYSTEMS, INC., 40 24<sup>TH</sup> STREET, FIFTH FLOOR, PITTSBURGH, PA 15222.
4. The Plans of Merger shall be effective upon the later of the filing of these Articles of Merger with the Department of State or the close of business on March 11, 1999.
5. The Plans of Merger was adopted by the Boards of Directors and the shareholders of Prograph Management Systems, Inc. and Prograph Systems, Inc. pursuant to 15 Pa.C.S. §1924(a).
6. The Plans of Merger is set forth in full as Exhibit A attached hereto and made a part hereof.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Consolidation to be signed by a duly authorized officer this 11th day of March, 1999.

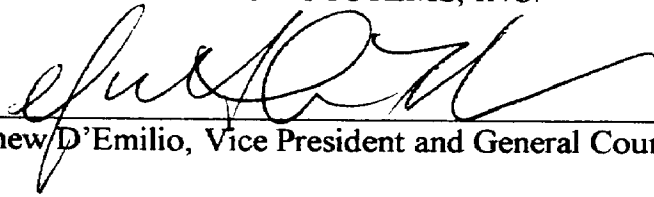
PROGRAPH MANAGEMENT SYSTEMS, INC.

By: Matthew D'Emilio  
Matthew D'Emilio, Vice President and General Counsel

PROGRAPH BINDERY SYSTEMS, INC.

By:   
Matthew D'Emilio, Vice President and General Counsel

PROGRAPH PRODUCTION SYSTEMS, INC.

By:   
Matthew D'Emilio, Vice President and General Counsel

PROGRAPH SYSTEMS, INC.

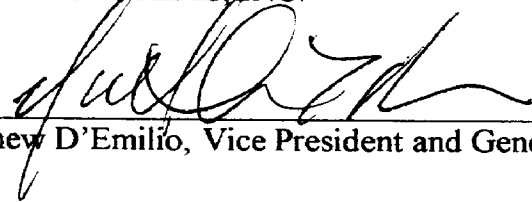
By:   
Matthew D'Emilio, Vice President and General Counsel



EXHIBIT A TO  
ARTICLES OF MERGER

PLAN OF MERGER

2129320  
↓  
This PLAN OF MERGER is entered into this 11th day of March , 1999 , between PROGRAPH MANAGEMENT SYSTEMS, INC., a New York corporation (hereinafter called "Management"), and PROGRAPH SYSTEMS, INC., a Pennsylvania corporation (hereinafter called "Prograph" and as the survivor of the Merger provided for herein called "Surviving Corporation"). The parties hereinafter are sometimes collectively called "Constituent Corporations."

WITNESSETH

WHEREAS, Management and Prograph are corporations duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, The shareholders of Management and the Boards of Directors of Constituent Corporations, by resolutions duly adopted, each have approved this Plan of Merger and declare it to be advisable and in the best interest of Constituent Corporations and their shareholders that Management merge with and into Prograph, which latter corporation shall be the Surviving Corporation in the manner and upon the terms and conditions set forth herein (the "Merger") pursuant to the applicable provisions of the Pennsylvania Business Corporations Law, as amended (the "BCL").

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements contained herein, Constituent Corporations, intending to be legally bound, hereby covenant and agree as follows:

1. Merger.

Upon compliance with the applicable provisions of the BCL, on the Effective Date (as defined herein), Management shall be merged with and into Prograph and thereupon the separate existence of Management shall cease and Prograph shall continue to exist as "Surviving Corporation."

2. Articles of Incorporation and Bylaws of Surviving Corporation.

The Articles of Incorporation and Bylaws of Prograph, as in effect immediately before the Merger, shall be the Articles of Incorporation and Bylaws of Surviving Corporation thereafter until amended as provided by law and in accordance with their respective terms.

3. Conversion of Securities on Merger.

On the Effective Date, by virtue of the Merger:

3.1 All of the outstanding Common Stock, \$1.00 par value, of Management ("Management Common Stock"), including treasury stock, shall be canceled and each share of Management Common Stock shall be exchanged for the proportionate share of Common Stock, \$1.00 par value of Surviving Corporation ("Surviving Corporation Common Stock"). The number of shares to be delivered to each shareholder in Management is set forth in Exhibit 1, attached hereto and incorporated herein. Such shares of Surviving Corporation Common Stock shall be delivered by Surviving Corporation to each respective shareholder of Management on or after the Effective Date only upon surrender of the certificates representing the shares of Management Common Stock owned by such shareholder.

3.2 Each share of Management Common Stock outstanding and not held as treasury stock immediately prior to the Effective Date shall thereafter represent the right to receive one validly issued, fully paid and non-assessable share of Surviving Corporation Common Stock. Immediately upon the Merger's becoming effective, the equity interest of the shareholders of Management as shareholders of Management shall and be extinguished and their sole right shall be to receive the consideration as set forth above.

3.3 Each share of Surviving Corporation Common Stock shall remain outstanding.

4. Amendment of Plan.

This Plan of Merger may be amended by the mutual agreement of the Boards of Directors of Constituent Corporations at any time prior to its Effective Date, except that an amendment made subsequent to the adoption of this Plan by the shareholders of a Constituent Corporation shall not change:

- (1) The amount or kind of shares to be received in exchange for or on conversion of all or any of the shares of Constituent Corporation;
- (2) Any term of the articles of the Surviving Corporation to be effected by the Merger; or
- (3) Any of the terms and conditions of the Plan if the change would adversely affect the holders of any shares of the Constituent Corporation.

5. Directors and Officers of Surviving Corporation.

The directors of Prograph immediately before the Merger will be the initial directors of Surviving Corporation, and the officers of Prograph immediately before the Merger will be the initial officers of Surviving Corporation, in each case until their successors are duly elected or appointed and qualified. If on the Effective Date a vacancy shall exist in any directorship or office of Surviving Corporation, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of Surviving Corporation.

6. Effective Date.

The Effective Date of the Merger shall be upon the later of the filing of the Articles of Merger with the Department of State of the Commonwealth of Pennsylvania or the close of business on March 11, 1999.

7. State Filings.

The proper officers of Constituent Corporations shall make and execute whatever certificates and documents are required by the Commonwealth of Pennsylvania to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the Commonwealth of Pennsylvania, which may be necessary and proper to effect such Merger.

8. Effect of Merger.

On the Effective Date of the Merger:

8.1 The separate existence of Management shall cease and Prograph shall continue to exist as Surviving Corporation.

8.2 The Surviving Corporation shall succeed to and possess all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises, and shall be subject to all of the obligations, restrictions and liabilities of Management, all without further act or deed, and all as more fully set forth under the Pennsylvania Business Corporation Law of 1988, as amended.

9. Further Assurances.


If at any time after the Effective Date, Surviving Corporation shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to Surviving Corporation full title to and possession of all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises of Management, then the officers or directors of Surviving Corporation, or at their request the persons who were officers and directors of Management immediately prior to the Effective Date, as such officers and directors, shall have the authority to and shall take all such actions and execute and deliver all such instruments as Surviving Corporation may so determine to be necessary or desirable.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger on the date first above written.

PROGRAPH MANAGEMENT SYSTEMS, INC.

By:   
Matthew D'Emilio, Vice President and General Counsel

PROGRAPH SYSTEMS, INC.

By:   
Matthew D'Emilio, Vice President and General Counsel

# EXHIBIT 1

STOCK EXCHANGE AND DISTRIBUTION PLAN  
PROGRAPH MANAGEMENT SYSTEMS, INC.  
MERGER INTO  
PROGRAPH SYSTEMS, INC.

| SHAREHOLDER | EXISTING SHARES<br>COMMON STOCK | NEW SHARES<br>COMMON STOCK |
|-------------|---------------------------------|----------------------------|
| E. Jones    | 51                              | 17,167.05                  |
| M. Olin     | 49                              | 16,486.11                  |

EXHIBIT A TO  
ARTICLES OF MERGER

PLAN OF MERGER

This PLAN OF MERGER is entered into this 11th day of March , 1999 , between PROGRAPH BINDERY SYSTEMS, INC., a Pennsylvania corporation (hereinafter called "Bindery"), and PROGRAPH SYSTEMS, INC., a Pennsylvania corporation (hereinafter called "Prograph" and as the survivor of the Merger provided for herein called "Surviving Corporation"). The parties hereinafter are sometimes collectively called "Constituent Corporations."

WITNESSETH

WHEREAS, Bindery and Prograph are corporations duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, The shareholders of Bindery and the Boards of Directors of Constituent Corporations, by resolutions duly adopted, each have approved this Plan of Merger and declare it to be advisable and in the best interest of Constituent Corporations and their shareholders that Bindery merge with and into Prograph, which latter corporation shall be the Surviving Corporation in the manner and upon the terms and conditions set forth herein (the "Merger") pursuant to the applicable provisions of the Pennsylvania Business Corporations Law, as amended (the "BCL").

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements contained herein, Constituent Corporations, intending to be legally bound, hereby covenant and agree as follows:

1. Merger.

Upon compliance with the applicable provisions of the BCL, on the Effective Date (as defined herein), Bindery shall be merged with and into Prograph and thereupon the separate existence of Bindery shall cease and Prograph shall continue to exist as "Surviving Corporation."

2. Articles of Incorporation and Bylaws of Surviving Corporation.

The Articles of Incorporation and Bylaws of Prograph, as in effect immediately before the Merger, shall be the Articles of Incorporation and Bylaws of Surviving Corporation thereafter until amended as provided by law and in accordance with their respective terms.

3. Conversion of Securities on Merger.

On the Effective Date, by virtue of the Merger:

3.1 All of the outstanding Common Stock, \$1.00 par value, of Bindery ("Bindery Common Stock"), including treasury stock, shall be canceled and each share of Bindery Common Stock shall be exchanged for the proportionate share of Common Stock, \$1.00 par value of Surviving Corporation ("Surviving Corporation Common Stock"). The number of shares to be delivered to each shareholder in Bindery is set forth in Exhibit 1, attached hereto and incorporated herein. Such shares of Surviving Corporation Common Stock shall be delivered by Surviving Corporation to each respective shareholder of Bindery on or after the Effective Date only upon surrender of the certificates representing the shares of Bindery Common Stock owned by such shareholder.

3.2 Each share of Bindery Common Stock outstanding and not held as treasury stock immediately prior to the Effective Date shall thereafter represent the right to receive one validly issued, fully paid and non-assessable share of Surviving Corporation Common Stock. Immediately upon the Merger's becoming effective, the equity interest of the shareholders of Bindery as shareholders of Bindery shall and be extinguished and their sole right shall be to receive the consideration as set forth above.

3.3 Each share of Surviving Corporation Common Stock shall remain outstanding.

4. Amendment of Plan.

This Plan of Merger may be amended by the mutual agreement of the Boards of Directors of Constituent Corporations at any time prior to its Effective Date, except that an amendment made subsequent to the adoption of this Plan by the shareholders of a Constituent Corporation shall not change:

- (1) The amount or kind of shares to be received in exchange for or on conversion of all or any of the shares of Constituent Corporation;
- (2) Any term of the articles of the Surviving Corporation to be effected by the Merger; or
- (3) Any of the terms and conditions of the Plan if the change would adversely affect the holders of any shares of the Constituent Corporation.

5. Directors and Officers of Surviving Corporation.

The directors of Prograph immediately before the Merger will be the initial directors of Surviving Corporation, and the officers of Prograph immediately before the Merger will be the initial officers of Surviving Corporation, in each case until their successors are duly elected or appointed and qualified. If on the Effective Date a vacancy shall exist in any directorship or office of Surviving Corporation, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of Surviving Corporation.

6. Effective Date.

The Effective Date of the Merger shall be upon the later of the filing of the Articles of Merger with the Department of State of the Commonwealth of Pennsylvania or the close of business on March 11, 1999.

7. State Filings.

The proper officers of Constituent Corporations shall make and execute whatever certificates and documents are required by the Commonwealth of Pennsylvania to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the Commonwealth of Pennsylvania, which may be necessary and proper to effect such Merger.

8. Effect of Merger.

On the Effective Date of the Merger:

8.1 The separate existence of Bindery shall cease and Prograph shall continue to exist as Surviving Corporation.

8.2 The Surviving Corporation shall succeed to and possess all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises, and shall be subject to all of the obligations, restrictions and liabilities of Bindery, all without further act or deed, and all as more fully set forth under the Pennsylvania Business Corporation Law of 1988, as amended.




9. Further Assurances.


If at any time after the Effective Date, Surviving Corporation shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to Surviving Corporation full title to and possession of all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises of Bindery, then the officers or directors of Surviving Corporation, or at their request the persons who were officers and directors of Bindery immediately prior to the Effective Date, as such officers and directors, shall have the authority to and shall take all such actions and execute and deliver all such instruments as Surviving Corporation may so determine to be necessary or desirable.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger on the date first above written.

PROGRAPH BINDERY SYSTEMS, INC.

By:   
Matthew D'Emilio, Vice President and General Counsel

PROGRAPH SYSTEMS, INC.

By:   
Matthew D'Emilio, Vice President and General Counsel

## EXHIBIT 1

STOCK EXCHANGE AND DISTRIBUTION PLAN  
PROGRAPH BINDERY SYSTEMS, INC.  
MERGER INTO  
PROGRAPH SYSTEMS, INC.

| SHAREHOLDER | EXISTING SHARES<br>COMMON STOCK | NEW SHARES<br>COMMON STOCK |
|-------------|---------------------------------|----------------------------|
| E. Jones    | 43.5                            | 13,548.96                  |
| M. Olin     | 43.5                            | 13,548.96                  |
| R. Hyland   | 13.0                            | 4,050.00                   |

EXHIBIT A TO  
ARTICLES OF MERGER

PLAN OF MERGER

This PLAN OF MERGER is entered into this 11th day of March , 1999 , between PROGRAPH PRODUCTION SYSTEMS, INC., a Pennsylvania corporation (hereinafter called "Production"), and PROGRAPH SYSTEMS, INC., a Pennsylvania corporation (hereinafter called "Prograph" and as the survivor of the Merger provided for herein called "Surviving Corporation"). The parties hereinafter are sometimes collectively called "Constituent Corporations."

WITNESSETH

WHEREAS, Production and Prograph are corporations duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, The shareholders of Production and the Boards of Directors of Constituent Corporations, by resolutions duly adopted, each have approved this Plan of Merger and declare it to be advisable and in the best interest of Constituent Corporations and their shareholders that Production merge with and into Prograph, which latter corporation shall be the Surviving Corporation in the manner and upon the terms and conditions set forth herein (the "Merger") pursuant to the applicable provisions of the Pennsylvania Business Corporations Law, as amended (the "BCL").

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements contained herein, Constituent Corporations, intending to be legally bound, hereby covenant and agree as follows:

1. Merger.

Upon compliance with the applicable provisions of the BCL, on the Effective Date (as defined herein), Production shall be merged with and into Prograph and thereupon the separate existence of Production shall cease and Prograph shall continue to exist as "Surviving Corporation."

2. Articles of Incorporation and Bylaws of Surviving Corporation.

The Articles of Incorporation and Bylaws of Prograph, as in effect immediately before the Merger, shall be the Articles of Incorporation and Bylaws of Surviving Corporation thereafter until amended as provided by law and in accordance with their respective terms.

3. Conversion of Securities on Merger.

On the Effective Date, by virtue of the Merger:

3.1 All of the outstanding Common Stock, \$1.00 par value, of Production ("Production Common Stock"), including treasury stock, shall be canceled and each share of Production Common Stock shall be exchanged for the proportionate share of Common Stock, \$1.00 par value of Surviving Corporation ("Surviving Corporation Common Stock"). The number of shares to be delivered to each shareholder in Production is set forth in Exhibit 1, attached hereto and incorporated herein. Such shares of Surviving Corporation Common Stock shall be delivered by Surviving Corporation to each respective shareholder of Production on or after the Effective Date only upon surrender of the certificates representing the shares of Production Common Stock owned by such shareholder.

3.2 Each share of Production Common Stock outstanding and not held as treasury stock immediately prior to the Effective Date shall thereafter represent the right to receive one validly issued, fully paid and non-assessable share of Surviving Corporation Common Stock. Immediately upon the Merger's becoming effective, the equity interest of the shareholders of Production as shareholders of Production shall and be extinguished and their sole right shall be to receive the consideration as set forth above.

3.3 Each share of Surviving Corporation Common Stock shall remain outstanding.

4. Amendment of Plan.

This Plan of Merger may be amended by the mutual agreement of the Boards of Directors of Constituent Corporations at any time prior to its Effective Date, except that an amendment made subsequent to the adoption of this Plan by the shareholders of a Constituent Corporation shall not change:

(1) The amount or kind of shares to be received in exchange for or on conversion of all or any of the shares of Constituent Corporation;

(2) Any term of the articles of the Surviving Corporation to be effected by the Merger; or

(3) Any of the terms and conditions of the Plan if the change would adversely affect the holders of any shares of the Constituent Corporation.

5. Directors and Officers of Surviving Corporation.

The directors of Prograph immediately before the Merger will be the initial directors of Surviving Corporation, and the officers of Prograph immediately before the Merger will be the initial officers of Surviving Corporation, in each case until their successors are duly elected or appointed and qualified. If on the Effective Date a vacancy shall exist in any directorship or office of Surviving Corporation, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of Surviving Corporation.

6. Effective Date.

The Effective Date of the Merger shall be upon the later of the filing of the Articles of Merger with the Department of State of the Commonwealth of Pennsylvania or the close of business on March 11, 1999.

7. State Filings.

The proper officers of Constituent Corporations shall make and execute whatever certificates and documents are required by the Commonwealth of Pennsylvania to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the Commonwealth of Pennsylvania, which may be necessary and proper to effect such Merger.

8. Effect of Merger.

On the Effective Date of the Merger:

8.1 The separate existence of Production shall cease and Prograph shall continue to exist as Surviving Corporation.

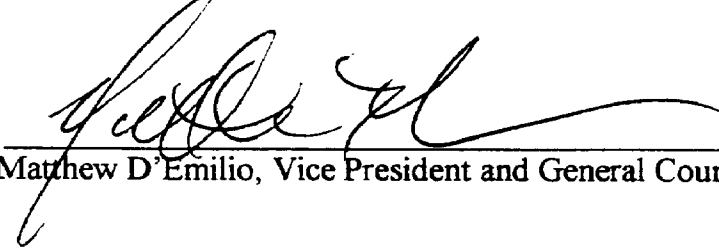
8.2 The Surviving Corporation shall succeed to and possess all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises, and shall be subject to all of the obligations, restrictions and liabilities of Production, all without further act or deed, and all as more fully set forth under the Pennsylvania Business Corporation Law of 1988, as amended.

9. Further Assurances.

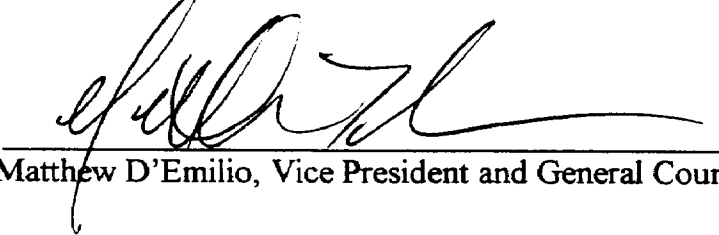
If at any time after the Effective Date, Surviving Corporation shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to Surviving Corporation full title to and possession of all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises of Production, then the officers or directors of Surviving Corporation, or at their request the persons who were officers and directors of Production immediately prior to the Effective Date, as such officers and directors, shall have the authority to and shall take all such actions and execute and deliver all such instruments as Surviving Corporation may so determine to be necessary or desirable.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger on the date first above written.

PROGRAPH PRODUCTION SYSTEMS, INC.

By:   
Matthew D'Emilio, Vice President and General Counsel

PROGRAPH SYSTEMS, INC.

By:   
Matthew D'Emilio, Vice President and General Counsel

# EXHIBIT 1

STOCK EXCHANGE AND DISTRIBUTION PLAN  
PROGRAPH PRODUCTION SYSTEMS, INC.  
MERGER INTO  
PROGRAPH SYSTEMS, INC.

| SHAREHOLDER | EXISTING SHARES<br>COMMON STOCK | NEW SHARES<br>COMMON STOCK |
|-------------|---------------------------------|----------------------------|
| E. Jones    | 35                              | 7,874.46                   |
| M. Olin     | 35                              | 7,874.46                   |
| T. Hardy    | 30                              | 6,750.00                   |