

Document Number Only

835137

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

CORPORATION(S) NAME

400002714564-4  
-12/17/98-01058-019  
\*\*\*\*175.00 \*\*\*\*175.00

EFFECTIVE DATE  
12/17/98

GBC BUSINESS Equipment, Inc. et al  
merging into: General Binding Corporation

98 DEC 17 AM 11:55  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

FILED

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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TO  
JEFFREY D. BUTTERFIELD

12/17  
\*00789, 00524, 00672

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

GBC BUSINESS EQUIPMENT, INC., a Florida corporation 649828

GBC METALS CORP., a Nevada corp not authorized to transact business in FL

PRO-TECH ENGINEERING CO., INC., a Wisconsin corp not authorized to  
transact business in Fla

SICKINGER COMPANY, a Michigan corp. not authorized to transact business in  
Fla.

into

**GENERAL BINDING CORPORATION**, a Delaware corporation 835137

File date: December 17, 1998 , effective December 31, 1998

Corporate Specialist: Annette Ramsey

RECEIVED  
DEC 21 AM 10:49  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 18, 1998

*WALK-IN  
PICK-UP*

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301

SUBJECT: GBC BUSINESS EQUIPMENT, INC.  
Ref. Number: 649828

We have received your document for GBC BUSINESS EQUIPMENT, INC. and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file Articles of Merger according to Chapter 607 of the Florida statutes. The form you have used is for a cross entity merger.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 198A00059542

*ATTN: ANNETTE  
RAMSEY  
Please Ackelase.  
Thank you!*

**EFFECTIVE DATE**  
**12/31/98**

ARTICLES OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1105, F.S.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
General Binding Corporation	Delaware
GBC Business Equipment, Inc.	Florida
GBC Metals Corp.	Nevada
Pro-Tech Engineering Co., Inc.	Wisconsin
Sickinger Company	Michigan

FILED  
98 DEC 17 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
General Binding Corporation	Delaware

**THIRD:** The terms and conditions of the merger are as follows:

See attached Agreement and Plan of Merger.

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The shares of Sickinger Company, GBC Metals Corp., GBC Business Equipment, Inc., and Pro-Tech Engineering Co., Inc. will be cancelled pursuant to Sections 331 et seq. of the U.S. Internal Revenue Code. The shares of General Binding Corporation will not be affected.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

Not applicable.

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Not applicable.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached Agreement and Plan of Merger.

EIGHTH: Other provisions, if any, relating to the merger:

See attached Agreement and Plan of Merger.

*(Attach additional sheet(s) if necessary)*

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

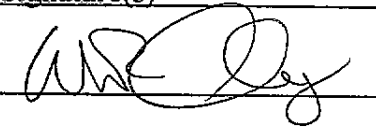
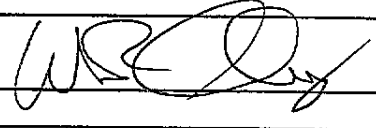
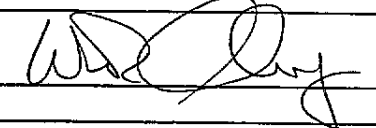
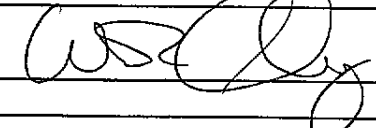

Close of business on December 31, 1998

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

*(Note: Please see instructions for required signatures.)*

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>General Binding Corporation</u>		<u>William R. Chambers,</u> <u>Vice President</u>
<u>GBC Business Equipment Inc.</u>		<u>William R. Chambers,</u> <u>Vice President</u>
<u>GBC Metals Corp.</u>		<u>William R. Chambers,</u> <u>Vice President</u>
<u>Pro-Tech Engineering Co., Inc.</u>		<u>William R. Chambers,</u> <u>Vice President</u>
<u>Sickinger Company</u>		<u>William R. Chambers,</u> <u>Vice President</u>

*(Attach additional sheet(s) if necessary)*

**REQUIRED SIGNATURES FOR EACH ENTITY TYPE:**

- All Corporations: Signature of Chairman, Vice Chairman, President or any officer.
- All General Partnerships: Signatures of two partners.
- All Domestic Limited Partnerships: Signatures of all general partners.
- All Non-Florida Limited Partnerships: Signature of one general partner.
- All Limited Liability Companies: Signature of a member.
- All Other Business Entities: In accordance with the laws of their jurisdiction.

Mailing address:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**FILING FEES:**

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	\$52.50
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge



## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made on December 9, 1998 by and among General Binding Corporation, a Delaware corporation, One GBC Plaza, Northbrook, IL 60062 ("Parent"), GBC Metals Corp., a Nevada corporation, One GBC Plaza, Northbrook, IL 60062 ("GBCM"), GBC Business Equipment, Inc., a Florida Corporation, One GBC Plaza, Northbrook, IL 60062 ("GBCBE"), Pro-Tech Engineering Co., Inc., a Wisconsin corporation, 4151 Anderson Road, DeForrest, WI 53532, ("PT"), and Sickinger Company, a Michigan corporation, 3275 Lapeer Road, Auburn Hills, MI 48321 ("SC"). GBCM, GBCBE, PT and SC are collectively referred to as the "Subsidiaries."

WHEREAS, the Parent has 15,693,747 outstanding shares of common A capital stock and 2,398,275 outstanding shares of common B capital stock entitled to vote;

WHEREAS, GBCM has 100 outstanding shares of common capital stock entitled to vote;

WHEREAS, GBCBE has 100 outstanding shares of common capital stock entitled to vote;

WHEREAS, PT has 125 outstanding shares of common capital stock entitled to vote;

WHEREAS, SC has 80 outstanding shares of common capital stock entitled to vote;

WHEREAS, the Parent owns one hundred percent (100%) of the outstanding shares of the capital stock of the Subsidiaries ("Stock"); and

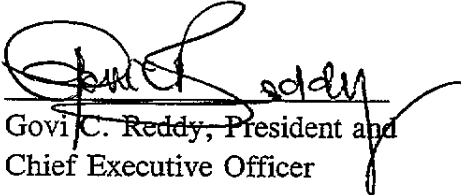
WHEREAS, the Parent and the Subsidiaries desire to approve, to authorize, to consent to, and to effect the voluntary liquidation of the Subsidiaries, the merger of the Subsidiaries into the Parent with the Parent as the surviving entity, and the cancellation of all of the Subsidiaries' Stock in accordance with the General Corporation Law of Delaware, Title 7 of the Nevada Revised Statutes, the Florida Business Corporation Act, Chapter 180 of the Wisconsin Statutes, the Michigan Business Corporation Act, and Sections 331 *et seq.* of the U.S. Internal Revenue Code ("Plan of Merger").

NOW THEREFORE the Parent and the Subsidiaries agree as follows:

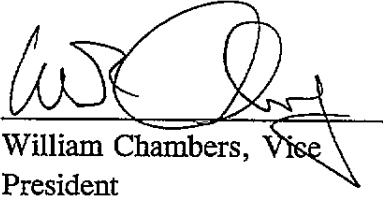
1. The Parent and the Subsidiaries approve, authorize and consent to the Plan of Merger to be effective at the close of business on December 31, 1998.
2. The Parent and the Subsidiaries shall file appropriate documentation with the appropriate government entities to effect this Plan of Merger.

3. After the payment of the Subsidiaries' debts, or the provision therefor, all remaining property of the Subsidiaries shall be distributed to the Parent in complete cancellation or redemption of the Stock.
4. Any shareholders of GBCBE who, except for the applicability of Section 607.1104 of the Florida Business Corporations Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

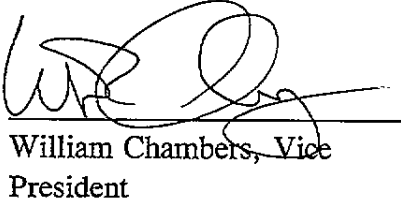
GENERAL BINDING CORPORATION

by:   
Govi C. Reddy, President and  
Chief Executive Officer

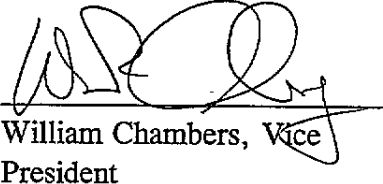
GBC METALS CORP.

by:   
William Chambers, Vice  
President

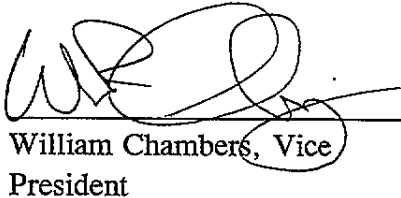
GBC BUSINESS EQUIPMENT, INC.

by:   
William Chambers, Vice  
President

PRO-TECH ENGINEERING CO., INC.

by:   
William Chambers, Vice  
President

SICKINGER COMPANY

by:   
William Chambers, Vice  
President