



449022

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FILED

1.) Equifax Card Services (Madison), Inc.
(CORPORATE NAME & DOCUMENT #)

2.) Equifax Card Services, Inc.
(CORPORATE NAME & DOCUMENT #)

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3.)
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4.)
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DIVISION OF CORPORATION

5.)
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EQUIFAX CARD SERVICES (MADISON), INC., a Wisconsin corporation not authorized to transact business in Florida

INTO

EQUIFAX CARD SERVICES, INC., a Florida entity, 449022.

File date: October 2, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
EQUIFAX CARD SERVICES (MADISON), INC.
AND
EQUIFAX CARD SERVICES, INC.

FILED
00 OCT -2 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Equifax Card Services (Madison), Inc. into Equifax Card Services, Inc., as approved by the Board of Directors of the parent corporation on September 22, 2000.

2. The merger of Equifax Card Services (Madison), Inc. with and into Equifax Card Services, Inc. is permitted by the laws of the jurisdiction of organization of Equifax Card Services (Madison) and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Equifax Card Services (Madison), Inc. was September 22, 2000.

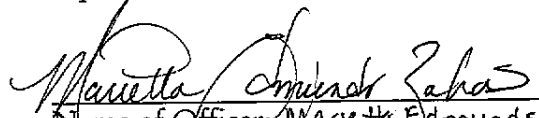
3. As to Equifax Card Services, Inc., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on September 22, 2000.

4. The Plan of Merger was submitted and approved by the Shareholder of the parent company on September 22, 2000.

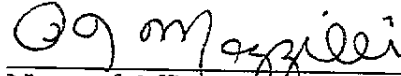
5. The effective time and date of the merger herein provided for the State of Florida shall be at on September 29, 2000.

Executed on September 25, 2000.

Equifax Card Services (Madison), Inc.


Name of Officer: Marietta Edmunds Zakas
Title of Officer: Secretary

Equifax Card Services, Inc.



Name of Officer: Philip J. Mazulli
Title of Officer: Vice President

PLAN OF MERGER

1. Equifax Card Services, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Equifax Card Services (Madison), Inc., which is a business corporation of the State of Wisconsin, hereby merges Equifax Card Services (Madison), Inc. into Equifax Card Services, Inc. pursuant to the provisions of the laws of the State of Wisconsin and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Equifax Card Services (Madison), Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Equifax Card Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of Equifax Card Services (Madison), Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Equifax Card Services, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.