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To:

Division of Corporations  
Fax Number : (850) 617-6380

*ATTN: Teresa*

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

*\* revised copy*

## MERGER OR SHARE EXCHANGE

### EXPERIAN INFORMATION SOLUTIONS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	17 <i>06</i>
Estimated Charge	\$70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Kimberly*

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EFFECTIVE DATE  
12-31-08

TB 12-18-08

**ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(if known/ applicable)</small>
Experian Information Solutions, Inc.	Ohio	F96000004995

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(if known/ applicable)</small>
Autocount, Inc.	Florida	F98000058158

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-31-08

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/8/08 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/8/08

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)



**AGREEMENT AND PLAN OF MERGER OF**

**AUTOCOUNT, INC.**  
a Florida corporation

with and into

**EXPERIAN INFORMATION SOLUTIONS, INC.**  
an Ohio corporation

THIS AGREEMENT AND PLAN OF MERGER is entered into as of this 16<sup>th</sup> day of December, 2008 by and between Autocount, Inc., a Florida corporation ("Autocount"), and Experian Information Solutions, Inc., an Ohio corporation ("Experian Information Solutions.").

Experian Information Solutions owns 100% of the issued and outstanding stock of Autocount.

The parties desire to merge Autocount with and into Experian Information Solutions, with Experian Information Solutions being the surviving entity of such merger.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

Upon the terms and subject to the conditions hereof, and in accordance with the provisions of the Florida Business Corporation Act (the "FL Act") and the Ohio Revised Codes (the "Ohio Codes"), Autocount shall be merged with and into Experian Information Solutions, with Experian Information Solutions being the surviving entity of such merger (the "Merger") on the Closing Date (as defined herein). Following the Merger, the separate existence of Autocount shall terminate, and Experian Information Solutions shall continue as the surviving corporation in the Merger.

1. The Merger shall have the effects set forth in the FL Act and the Ohio Codes. From and after the Closing Date, Experian Information Solutions shall be the surviving corporation ("Merger Survivor").

2. At the Closing Date and without any further action on the part of Autocount or Experian Information Solutions, the Certificate of Incorporation of Experian Information Solutions shall be the Certificate of Incorporation of Merger Survivor.

3. At the Closing Date and without any further action on the part of Autocount or Experian Information Solutions, the Bylaws of Experian Information Solutions shall be the Bylaws of Merger Survivor.

4. Autocount and Experian Information Solutions will cause an Articles of

Merger to be filed with the Florida Department of State in the form attached hereto as Exhibit A, and such other documents as are required by the FL Act to be duly filed with the Florida Department of State. Autocount and Experian Information Solutions will cause a Certificate of Merger, in the form attached hereto as Exhibit B, and such other documents required by the Ohio Codes to be duly filed with the Ohio Secretary of State on the Closing Date. The Merger shall become effective upon the filing of the Articles of Merger and the Certificate of Merger and such other documents as are required by the FL Act and the Ohio Codes to be filed, which shall be filed on a date selected by any officer of Experian Information Solutions, but no later than December 31, 2008 (the "Closing Date"). Autocount and Experian Information Solutions shall also cause appropriate filings to be made related to the Merger in each jurisdiction in which Autocount or Experian Information Solutions is qualified or licensed to do business as a foreign corporation in accordance with the laws of such jurisdictions.

5. As of the Closing Date, by virtue of the Merger and without any further action on the part of the holders of stock of Autocount or Experian Information Solutions:

(i) each of the issued and outstanding shares of Autocount shall not be converted in any manner, but shall be cancelled and extinguished; and

(ii) each of the issued and outstanding shares of Experian Information Solutions shall be not be converted in any manner, but shall remain issued and outstanding.

6. The street address of Merger Survivor's principal place of business is:

475 Anton Boulevard, Costa Mesa, California 92626

7. This Agreement and Plan of Merger may be terminated at any time prior to the Merger becoming effective by any party hereto.

*[Signature page to follow.]*

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first above written.

**AUTOCOUNT, INC.**

By: \_\_\_\_\_  
Scott Wheeler, Treasurer

**EXPERIAN INFORMATION SOLUTIONS, INC.**

By: \_\_\_\_\_  
Scott Wheeler, Treasurer

DEC. 18. 2008 2:16PM

C S C

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**EXHIBIT A**

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Experian Information Solutions, Inc.	Ohio	81297

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Autocount, Inc.	Florida	P98000048158
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 12 / 31 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/8/08 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/8/08

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*





**EXHIBIT B**



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (check one)
Mail Form to one of the Following:
O Expedite P.O. Box 1350 Columbus OH 43216
O Non Expedite P.O. Box 1329 Columbus OH 43216

CERTIFICATE OF MERGER
Filing Fee \$125.00
(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is: Experian Information Solutions, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 81297
Domestic (Ohio) Nonprofit Corporation, charter number
Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the state/country of and licensed to transact business in the state of Ohio under license number
Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the state/country of and NOT licensed to transact business in the state of Ohio
Foreign (Non-Ohio) Nonprofit Corporation under the laws of the state/country of and licensed to transact business in the state of Ohio under license number
Foreign (Non-Ohio) Nonprofit Corporation under the laws of the state/country of and NOT licensed to transact business in the state of Ohio
Domestic (Ohio) For-Profit Limited Liability Company, with registration number
Domestic (Ohio) Nonprofit Limited Liability Company, with registration number
Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the state/country of and registered to do business in the state of Ohio under registration number
Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the state/country of and NOT registered to do business in the state of Ohio
Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the state/country of and registered to do business in the state of Ohio under registration number
Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the state/country of and NOT registered to do business in the State of Ohio
Domestic (Ohio) Limited Partnership, with registration number

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio
- Domestic (Ohio) Partnership Having Limited Liability, with the registration number: \_\_\_\_\_
- Foreign (Non-Ohio) Partnership Having Limited Liability organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership Having Limited Liability organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio
- General Partnership NOT registered with the state of Ohio

**II. MERGING ENTITY**

The name, charter/license/registration number, type of entity, state or country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows: (if this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities).

Name/Charter, License or Registration Number	State/Country of Organization	Type of Entity
<u>Autocount, Inc. P98000058158</u>	<u>Florida</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**III. MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

<u>Colcen Bott</u>	<u>475 Anton Boulevard</u>	
Name	Street Address / P.O. Box Address	
<u>Costa Mesa</u>	<u>CA</u>	<u>92626</u>
City	State	Zip Code

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on 12/31/08 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and that each person who signed the certificate on behalf of each entity is authorized to do so.

**VI. STATUTORY AGENT**

If the surviving entity is a foreign entity NOT licensed to transact business in this state, the name and address of statutory agent upon whom any process, notice or demand may be served is:

\_\_\_\_\_  
 Name Mailing Address

\_\_\_\_\_  
 City, Ohio Zip Code

If the agent is an individual and using a P.O. Box, check this box to certify the agent is a resident of the state of Ohio.

**VII. STATEMENT OF MERGER**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**VIII. AMENDMENTS**

In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached  No Amendments

**IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE**

If a domestic or foreign corporation licensed to transact business in this state is a constituent entity and the surviving or new entity resulting from the merger is not a domestic or foreign corporation that is to be licensed to transact business in this state, the certificate of merger or consolidation shall be accompanied by the affidavits, receipts, certificates, or other evidence required by division (G) of section 1702.47 of the Revised Code, with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code, with respect to each foreign constituent corporation licensed to transact business in this state.

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign entity desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

\_\_\_\_\_  
 Name Mailing Address

\_\_\_\_\_  
 City, Ohio Zip Code

If the agent is an individual and using a P.O. Box, check this box to certify the agent is a resident of the state of Ohio.

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is:

\_\_\_\_\_

(b) The name(s) of any Trade Name(s) under which the corporation will conduct business:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(c) The location of the main office (non-Ohio) shall be:

\_\_\_\_\_  
Street Address / P.O. Box Address  
\_\_\_\_\_  
City County State Zip Code

(d) The principal office location in the state of Ohio shall be:

\_\_\_\_\_  
Street Address / P.O. Box Address  
\_\_\_\_\_  
City County Ohio State Zip Code

(If there will not be an office in the state of Ohio, please list none)

(e) The corporation will exercise the following purpose(s) in the state of Ohio:  
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient.)

\_\_\_\_\_  
\_\_\_\_\_

2. Foreign Qualifying Limited Liability Company under section 1705.54

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) The name of the For-Profit or Nonprofit limited liability company in its state of organization/registration is:

\_\_\_\_\_

(b) The name under which the limited liability company desires to transact business in Ohio (if different from its home state name) is:

\_\_\_\_\_

(c) The limited liability company was organized or registered on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

(d) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

\_\_\_\_\_  
Street Address / P.O. Box Address  
\_\_\_\_\_  
City State Zip Code

**3. Foreign Qualifying Limited Partnership under section 1782.49**  
(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a) The name of the limited partnership is:

\_\_\_\_\_

(b) The limited partnership was formed on \_\_\_\_\_

Under the laws of the state/country of: \_\_\_\_\_

(c) The address of the office of the limited partnership in its state/country of organization is:

Street Address / P.O. Box Address  
\_\_\_\_\_

City \_\_\_\_\_ County \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

(d) The limited partnership's principal office address is:

Street Address / P.O. Box Address  
\_\_\_\_\_

City \_\_\_\_\_ County \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

(e) The names and business or residence addresses of the general partners of the partnership are as follows:

Name \_\_\_\_\_ Street Address / P.O. Box Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

Street Address / P.O. Box Address  
\_\_\_\_\_

City \_\_\_\_\_ County \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

**4. Foreign Qualifying Partnership Having Limited Liability Under Section 1775.64**  
(If the qualifying entity is a foreign partnership having limited liability, the following information must be completed.)

(a) The name of the partnership shall be:

\_\_\_\_\_

(b) The partnership was formed under the laws of the state/country of: \_\_\_\_\_

(c) Please complete the following appropriate section (either item c(1) or c(2)):

(1.) The address of the partnership's principal office in Ohio is:

\_\_\_\_\_

Street Address / P.O. Box Address

\_\_\_\_\_, Ohio \_\_\_\_\_

City

Zip Code

*(If the partnership does not have a principal office in Ohio, then item c(2) must be completed)*

(2.) The address of the partnership's principal office (Non-Ohio):

\_\_\_\_\_

Street Address / P.O. Box Address

\_\_\_\_\_

City

\_\_\_\_\_

State

\_\_\_\_\_

Zip Code

(d) The business which the partnership engages in is:

\_\_\_\_\_  
\_\_\_\_\_

**(Proceed to page 7 for signatures of authorized officers, partners and representatives.)**



The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

Experian Information Solutions, Inc.

Exact name of entity

By: \_\_\_\_\_

Its: Treasurer

Date: December , 2008

Autocount, Inc.

Exact name of entity

By: \_\_\_\_\_

Its: Treasurer

Date: December , 2008

Exact name of entity

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Exact name of entity

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Exact name of entity

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Exact name of entity

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Exact Name of entity

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Exact Name of entity

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Exact Name of entity

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

Exact Name of entity

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: \_\_\_\_\_

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1775.47(A), 1782.433(A)