

MO2000000902

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

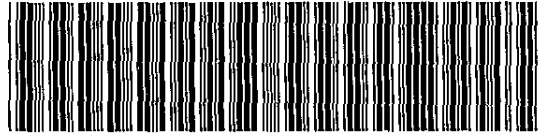
(Business Entity Name)

(Document Number)

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STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. 072100000032  
REFERENCE : 247446 4371512  
AUTHORIZATION : Patricia Pignato  
COST LIMIT \$ 155.00

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SEP 18 PM 12:50  
INTERNET BILLING COMPANY

ORDER DATE : September 18, 2003  
ORDER TIME : 11:35 AM  
ORDER NO. : 247446-015  
CUSTOMER NO: 4371512  
CUSTOMER: G. Scott Kees, Esq  
Nelson Mullins Riley &  
Suite 1400, First Union Plaza  
999 Peachtree St Ne  
Atlanta, GA 30309

ARTICLES OF MERGER

\*\*\* PLEASE FILE AFTER ANNUAL REPORTS FILED \*\*\*

CSRBILLING.COM, LLC; LIBERTY  
MERCHANT SERVICES, LLC; IBILL  
GAP, LLC; IBILL TECHNOLOGIES

INTO

INTERNET BILLING COMPANY, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: \_\_\_\_\_

## ARTICLES OF MERGER

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 SEP 18 PM 2:50  
 TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382 and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. CSRBilling.com, LLC 7154 N UNIVERSITY DR TAMARAC, FL 33321	Florida	LLC
Florida Document/Registration Number: L01000009723		FEI Number: none
2. Liberty Merchant Services, LLC 2200 SW 10TH ST DEERFIELD BEACH, FL 33442	Florida	LLC
Florida Document/Registration Number: L00000011675		FEI Number: 592378818
3. iBill GAP, LLC 7154 N UNIVERSITY DR TAMARAC, FL 33321	Florida	LLC
Florida Document/Registration Number: L01000009724		FEI Number: none
4. iBill Technologies, L.L.C. 2200 SW 10TH ST DEERFIELD BEACH, FL 33442	Florida	LLC
Florida Document/Registration Number: L00000006903		FEI Number: 650891931

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

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Internet Billing Company, LLC 2200 SW 10TH ST DEERFIELD BEACH, FL 33442	Georgia	LLC
Florida Document/Registration Number: M02000000902		FEI Number: 010631816

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TALLAHASSEE  
FLORIDA

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

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

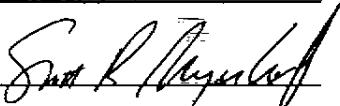
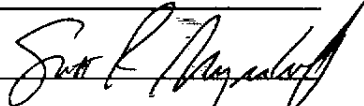
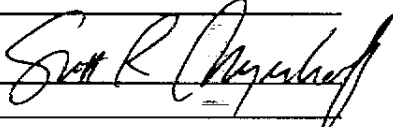
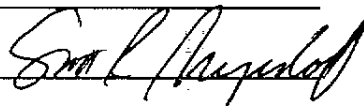
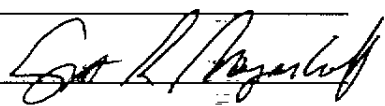
**OR**

\_\_\_\_\_  
(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>
CSRBilling.com, LLC		Scott R. Meyerhoff, CFO and Secretary of Internet Billing Company, LLC, the sole member and manager of CSRBilling.com, LLC
Liberty Merchant Services, LLC		Scott R. Meyerhoff, CFO and Secretary of Internet Billing Company, LLC, the sole member and manager of Liberty Merchant Services, LLC
iBill GAP, LLC		Scott R. Meyerhoff, CFO and Secretary of Internet Billing Company, LLC, the sole member and manager of iBill GAP, LLC
iBill Technologies, L.L.C.		Scott R. Meyerhoff, CFO and Secretary of Internet Billing Company, LLC, the sole member and manager of iBill Technologies, L.L.C.
Internet Billing Company, LLC		Scott R. Meyerhoff, CFO and Secretary

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

PLAN OF MERGER

THIS PLAN OF MERGER dated September 18, 2003, is adopted by Internet Billing Company, LLC, a Georgia limited liability company (the "Parent") and CSRBilling.com, LLC, Liberty Merchant Services, LLC, iBill GAP, LLC, and iBill Technologies, L.L.C., (all Florida limited liability companies and together referred to as the "Subsidiaries" or each a "Subsidiary").

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03 SEP 18 PM 12:30  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

1. InterCept, Inc., the manager and sole member of the Parent approves and adopts this Plan of Merger.
2. Parent is the manager and sole member of each Subsidiary and Parent hereby approves and adopts this Plan of Merger on behalf of the Subsidiaries.
3. Effective immediately, Parent merges each Subsidiary with and into Parent. Parent shall be the surviving corporation.  
company.
4. All outstanding interests of each Subsidiary are cancelled.
5. Pursuant to Section 608.438 (3)(e) of the Florida Limited Liability Company Act, InterCept, Inc. is to be the manager of the Parent and its address is as follows: 3150 Holcomb Bridge Road, Suite 200, Norcross, GA 30071.
6. Because Parent is the sole member of each Subsidiary and there are no outstanding rights to acquire interests in the Subsidiaries, there is no possibility of dissenting rights.
7. Pursuant to Section 608.455 of the Florida Limited Liability Company Act, the Parent, as the manager and sole member of the Subsidiaries, hereby waives the notice of action for a plan of merger as required by Section 608.4381

IN WITNESS WHEREOF, Parent and Subsidiaries have duly executed this Plan of Merger as of the day and year first above written.

"PARENT"  
INTERNET BILLING COMPANY, LLC,  
a Georgia limited liability company

By INTERCEPT, INC., its  
manager and sole member

By: \_\_\_\_\_  
Scott R. Meyerhoff  
CFO, Senior Vice President, and Secretary

"SUBSIDIARIES"

CSRBILLING.COM, LLC,  
a Florida limited liability company

By: INTERNET BILLING COMPANY, LLC,  
a Georgia Limited Liability Company, its  
manager and sole member

By: \_\_\_\_\_  
Scott R. Meyerhoff  
CFO and Secretary

LIBERTY MERCHANT SERVICES, LLC,  
a Florida limited liability company

By: INTERNET BILLING COMPANY, LLC,  
a Georgia Limited Liability Company, its  
manager and sole member

By: \_\_\_\_\_  
Scott R. Meyerhoff  
CFO and Secretary

IBILL GAP, LLC,  
a Florida limited liability company

By: INTERNET BILLING COMPANY, LLC,  
a Georgia Limited Liability Company, its  
manager and sole member

By: \_\_\_\_\_  
Scott R. Meyerhoff  
CFO and Secretary

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TALLAHASSEE, FLORIDA

IBILL TECHNOLOGIES, L.L.C.,  
a Florida limited liability company

By: INTERNET BILLING COMPANY, LLC,  
a Georgia Limited Liability Company, its  
manager and sole member

By: \_\_\_\_\_  
Scott R. Meyerhoff  
CFO and Secretary

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STATE  
TALLAHASSEE, FLORIDA