

P02000132149

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

TELEFONICA DATA MERGER COMPANY

Certificate of Status	0
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Page Count	06
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ARTICLES OF MERGER
Merger Sheet

MERGING:

TELEFONICA DATA U.S.A., INC., a Delaware corporation qualified in Florida,
document number F00000000095

TELEFONICA DATA E-COMMERCE, INC., a Delaware corporation not qualified
in Florida

TELEFONICA DATA LICENSING, INC., a Delaware corporation not qualified in
Florida

INTO

TELEFONICA DATA MERGER COMPANY which changed its name to

TELEFONICA DATA USA, INC., a Florida entity, P02000132149

File date: December 19, 2002

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER
OF
TELEFONICA DATA USA, INC.,
TELEFONICA DATA E-COMMERCE, INC.
AND
TELEFONICA DATA LICENSING, INC.
WITH AND INTO
TELEFONICA DATA MERGER COMPANY**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger pursuant to which Telefonica Data USA, Inc., a Delaware corporation ("TDUSA"), Telefonica Data E-Commerce, Inc., a Delaware corporation ("TDC"), and Telefonica Data Licensing, Inc., a Delaware corporation ("TDL"), shall be merged (the "Merger") with and into Telefonica Data Merger Company, a Florida corporation:

1. Telefonica Data Merger Company, a Florida corporation, shall be the surviving corporation of the Merger ("Surviving Corporation"). Telefonica Data USA, Inc., a Delaware corporation, Telefonica Data E-Commerce, Inc., a Delaware corporation, and Telefonica Data Licensing, Inc., a Delaware corporation, shall be the merging corporations (collectively, the "Merging Corporations"). A copy of the Agreement and Plan of Merger, dated as of December 18, 2002, to which each of the Merging Corporations and Surviving Corporation is a party (the "Plan of Merger") is attached hereto as Exhibit A and incorporated herein by reference.

2. The Merger shall become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida and the Certificate of Merger contemplated by the Plan of Merger is filed with the Department of State of the State of Delaware.

3. The Plan of Merger was adopted by the sole shareholder of each of TDUSA, TDC and TDL by written consent without a meeting, on December 18, 2002, in the manner prescribed by the Delaware General Corporation Law. The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation by written consent without a meeting, on December 18, 2002, in the manner prescribed by the Florida Business Corporation Act.

4. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Telefonica Data Merger Company, but Article I shall be amended and restated as follows:

ARTICLE I - NAME AND ADDRESS


The name of this corporation is **TELEFONICA DATA USA, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Suite 600, Miami, Florida 33131.

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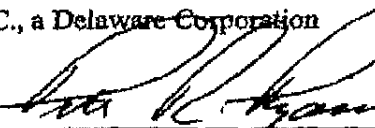
5. These Articles of Merger may be signed in any number of counterparts, each of which will be deemed an original, and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 18th day of December, 2002.

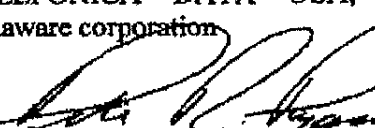
TELEFONICA DATA LICENSING, INC., a Delaware corporation

By: 
Name: PETER R. PIZARRO
Title: CHIEF EXECUTIVE OFFICER

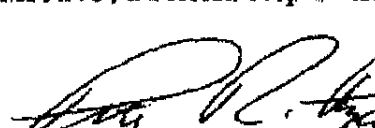
TELEFONICA DATA E-COMMERCE, INC., a Delaware Corporation

By: 
Name: PETER R. PIZARRO
Title: CHIEF EXECUTIVE OFFICER

TELEFONICA DATA USA, INC., a Delaware corporation

By: 
Name: PETER R. PIZARRO
Title: CHIEF EXECUTIVE OFFICER

TELEFONICA DATA MERGER COMPANY, a Florida corporation

By: 
Name: PETER R. PIZARRO
Title: CHIEF EXECUTIVE OFFICER

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of December 18, 2002, is entered into by and among Telefonica Data Licensing, Inc., a Delaware corporation ("TDL"), Telefonica Data E-Commerce, Inc., a Delaware corporation ("TDC"), Telefonica Data USA, Inc., a Delaware corporation ("TDUSA"), and Telefonica Data Merger Company, a Florida corporation ("TDM" or the "Surviving Corporation"). TDM, TDL, TDC, and TDUSA are herein sometimes collectively called the "Constituent Corporations."

WITNESSETH:

WHEREAS, TDL is a corporation duly organized and existing under the laws of the State of Delaware and, as of the date hereof, the authorized capital stock of TDL consists of 100 shares of common stock, par value \$10.00 per share (the "TDL Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, TDC is a corporation duly organized and existing under the laws of the State of Delaware and, as of the date hereof, the authorized capital stock of TDC consists of 100 shares of common stock, par value \$10.00 per share (the "TDC Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, TDUSA is a corporation duly organized and existing under the laws of the State of Delaware and, as of the date hereof, the authorized capital stock of TDUSA consists of 100 shares of common stock, par value \$10.00 per share (the "TDUSA Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, TDM is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of TDM consists of 100 shares of common stock, par value \$10.00 per share (the "TDM Common Stock"), of which 100 shares are issued and outstanding; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto mutually agree as follows:

ARTICLE I

1.1 **Merger:** Upon the terms and subject to the conditions set forth herein, TDL, TDC and TDUSA shall each be merged with and into TDM (the "Merger") upon the filing of that certain Certificate of Merger, dated as of December 18, 2002, by and among the Constituent Corporations, with the Secretary of State of the State of Delaware in accordance with Section 252 of the General Corporation Law of the State of Delaware (the "Law") and upon the filing of that certain Articles of Merger by and among the Constituent Corporations with the Secretary of State of the State of Florida

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in accordance with Section 607.1105 of the Florida Business Corporation Act ("Act") (the "Effective Date" of the Merger shall be the later of the date of such filing with the Secretary of State of the State of Delaware or the Secretary of State of the State of Florida). The separate corporate existence of each of TDL, TDC and TDUSA shall thereupon cease and TDM shall be the surviving corporation and the separate corporate existence of TDM shall continue unaffected and unimpaired by the Merger except as otherwise provided for herein.

ARTICLE II

2.1 Articles of Incorporation of Surviving Corporation: From and after the Effective Date, and until further amended in accordance with the Act, the Articles of Incorporation of TDM shall be the Certificate of Incorporation of the Surviving Corporation, except that such Articles of Incorporation shall be amended to change the name of the Surviving Corporation to Telefonica Data USA, Inc.

2.2 Bylaws of Surviving Corporation: The Bylaws of TDM, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation until duly amended in accordance with such Bylaws and applicable law.

2.3 Officers and Directors of Surviving Corporation: The officers of TDUSA immediately prior to the Effective Date shall, after the Effective Date, be the officers of the Surviving Corporation and the directors of TDUSA shall, after the Effective Date, be the directors of the Surviving Corporation, in each case until their respective successors are duly appointed or elected and qualified, or until their earlier death, resignation or removal.

ARTICLE III

3.1 Impact on TDL Common Stock, TDC Common Stock, TDUSA Common Stock and TDM Common Stock:

3.1.1 TDM Stock: Each share of Common Stock, \$10.00 par value, of TDM issued and outstanding prior to the Effective Date of the Merger, shall continue to be outstanding at and after the Effective Date of the Merger as a share of Common Stock, \$10.00 par value, of the Surviving Corporation..

3.1.2 Cancellation of Shares: Upon the Effective Date of the Merger, each share of each of TDUSA's, TDL's and TDC's Capital Stock (including, without limitation, common and preferred stock), which is issued and outstanding immediately prior to the Effective Date, shall be cancelled and retired.

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ARTICLE IV

4.1 Amendment: Subject to applicable law, this Merger Agreement may be amended, modified or supplemented only by written agreement of all of the parties hereto or by the respective officers thereunto duly authorized, at any time prior to the Effective Date.

4.2 Counterparts: This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

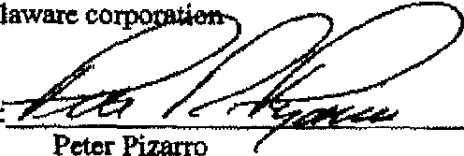
4.3 Governing Law: This Merger Agreement shall be governed by and construed and enforced in accordance with the internal laws of the State of Florida, without regard to its conflict of laws principles.

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IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be executed in their respective corporate names by their respective officers thereunto duly authorized on the day, month and year first above written.

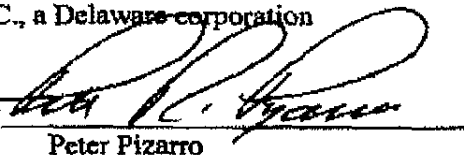
TELEFONICA DATA USA, INC., a Delaware corporation

By: 
Peter Pizarro
Chief Executive Officer

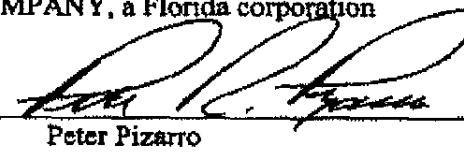
TELEFONICA DATA LICENSING, INC., a Delaware corporation

By: 
Peter Pizarro
Chief Executive Officer

TELEFONICA DATA E-COMMERCE, INC., a Delaware corporation

By: 
Peter Pizarro
Chief Executive Officer

TELEFONICA DATA MERGER COMPANY, a Florida corporation

By: 
Peter Pizarro
Chief Executive Officer