

Division of Corporations

P03000139990

Page 1 of 1
FILED

03 NOV 25 PM 2:33

SECRET
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000324531 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FLORIDA PROFIT CORPORATION OR P.A.

Compupay Merger Sub, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF INCORPORATION
OF
COMPUPAY MERGER SUB, INC.

In compliance with Chapter 607 Florida Statutes.

* * *

ARTICLE ONE - NAME

The name of the corporation is CompuPay Merger Sub, Inc.

ARTICLE TWO- PRINCIPAL OFFICE

The principal place of business/mailling address is One North Wacker Drive, Suite 4800, Chicago, IL 60606.

ARTICLE THREE- PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE FOUR - SHARES

The total number of shares of stock which the corporation has authority to issue is 1,000 shares of Common Stock, with a par value of \$0.01 per share.

ARTICLE FIVE - DURATION

The corporation is to have perpetual existence.

FILED
03 NOV 25 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX - REGISTERED AGENT

The name and Florida street address of the corporation's registered agent is CT Corporation System c/o CT Corporation System 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE SEVEN - INCORPORATOR

The name and mailing address of the sole incorporator are as follows:

NAME

MAILING ADDRESS

Barbara A. Beach

200 East Randolph Drive
Suite 5700
Chicago, Illinois 60601

ARTICLE EIGHT - AMENDMENT TO BY-LAWS

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

ARTICLE NINE - MAINTENANCE

Meetings of stockholders may be held within or without the State of Florida, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

ARTICLE TEN - LIABILITY

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE TEN shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE ELEVEN-OPT OUT PROVISION

The corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

ARTICLE TWELVE - AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Debra A. Stuewe
Signature/Registered Agent **Assistant Secretary**

11/24/03
Date

Barbara Beach
Signature/Incorporator

11/24/03
Date

FILED
03 NOV 25 PM 2:33
TALLAHASSEE
FLORIDA