

P94000015458

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*****8.75

CORPORATION(S) NAME

ABR Information Services, Inc. (FL)
merging: Business Computer Services, Inc. (VA)

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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ARTICLES OF MERGER
Merger Sheet

MERGING:

BUSINESS COMPUTER SERVICES, INC., a Virginia corp, not authorized to
transact business in Florida

INTO

ABR INFORMATION SERVICES, INC., a Florida entity, P94000015458

File date: September 27, 1999, effective September 30, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
9/30/99

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
BUSINESS COMPUTER SERVICES, INC.
(a Virginia corporation)
INTO
ABR INFORMATION SERVICES, INC.
(a Florida corporation)

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia and Section 607.1105, F.S. of the Florida Business Corporation Act, hereby executes the following articles of merger and sets forth:

1. The names of the constituent corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
ABR Information Services, Inc.	Florida
Business Computer Services, Inc.	Virginia

2. The name of the surviving corporation of the merger is ABR Information Services, Inc. (the "Surviving Corporation.")
3. The name of the merging corporation of the merger is Business Computer Services, Inc. (the "Merging Corporation.")
4. The Plan of Merger (the "Merger") is attached as Exhibit A.
5. The Merger was adopted by the Board of Directors of the Surviving Corporation on September 22, 1999. The Surviving Corporation is the owner of all the issued and outstanding stock of the Merging Corporation, therefore, shareholder approval of the Surviving Corporation was not required pursuant to the laws of the States of Virginia and Florida.

6. The Merger was adopted by the Board of Directors of the Merging Corporation on September 22, 1999. The Surviving Corporation is the owner of all the issued and outstanding stock of the Merging Corporation, therefore, shareholder approval of the Merging Corporation was not required pursuant to the laws of the States of Virginia and Florida.

7. The effective time and date of the Merger shall be 11:59 p.m. Eastern Standard Time on September 30, 1999.

IN WITNESS WHEREOF, the undersigned corporations has caused this Articles of Merger to be executed in its name by its authorized officers and declares that the facts herein stated are true as of September 23, 1999.

ABR INFORMATION SERVICES, INC.

By: 

Gary M. Nelson, Vice President

BUSINESS COMPUTER SERVICES, INC.

By: 

William E. McDonald, Vice President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger, dated as of this 22nd day of September, 1999, is made and entered into by and between ABR Information Services, Inc., a Florida corporation (the "Parent"), and Business Computer Services, Inc., d/b/a PayAmerica, a Virginia corporation and wholly-owned subsidiary of the Parent (the "Subsidiary").

A. Parent is the owner of all of the issued and outstanding shares of capital stock of Subsidiary.

B. The Board of Directors of each of the Parent and Subsidiary desire to merge Subsidiary with and into Parent, with the Parent being the surviving corporation, pursuant to the terms and conditions set forth herein.

NOW, THEREFORE, the parties hereto agree to effect the merger provided for in this Plan of Merger upon the following terms and conditions.

1. The Merger. On the Effective Date (as hereinafter defined), pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 13.1-719 of the Virginia Stock Corporation Act, the Subsidiary shall be merged with and into the Parent and the separate existence and corporate organization of the Subsidiary shall cease (the "Merger"). The Parent shall be the surviving corporation in the Merger and its name shall remain "ABR Information Services, Inc." The Parent further waives any mailing requirement related to this Plan of Merger.

2. Outstanding Capital Stock. The shares of capital stock of the Parent outstanding immediately prior to the Effective Date shall not be converted as a result of the Merger but shall remain outstanding as the shares of capital stock of the Parent, as the surviving corporation in the Merger. All of the capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Date shall, on the Effective Date, be automatically by operation of law canceled and void and extinguished.

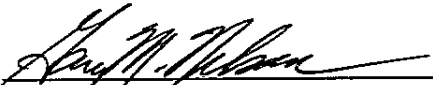
3. Articles of Incorporation and Bylaws of Surviving Corporation. On and after the Effective Date, the Articles of Incorporation and Bylaws of the Parent, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Incorporation and Bylaws of the surviving corporation on and after the Effective Date until altered, amended or repealed as provided therein or in accordance with applicable law.

4. Officers and Directors of Surviving Corporation. On and after the Effective Date, the officers and members of the board of directors of the Parent as the surviving corporation in the Merger shall consist of all the persons who are officers and directors of the Parent immediately prior to the Merger. All of such officers and directors shall continue to hold office until their successors have been duly qualified in accordance with applicable law and the Bylaws of the Parent.


5. Effective Date. This Plan of Merger shall, along with articles of merger meeting the requirements of Section 607.1105 of the Florida Business Corporation Act and Section 13.1-720 of the Virginia Stock Corporation Act be filed with the Secretary of State of the States of Florida and Virginia in accordance with applicable law. The Merger shall be effective upon the filing of articles of merger with the Secretary of State of the States of Florida and Virginia in the manner required by law or at such later date and/or time as specified in the articles of merger.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date set forth above.


ABR INFORMATION SERVICES, INC.

By: 
Name: Gary M. Nelson
Title: Vice President


Attest:

By: 
Name: William E. McDonald
Title: Assistant Secretary

**BUSINESS COMPUTER SERVICES,
INC. (d/b/a PAYAMERICA)**

By: 
Name: Gary M. Nelson
Title: Vice President

Attest:

By: 
Name: William E. McDonald
Title: Assistant Secretary