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May 6, 1997

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: FIS, Inc. Merger
Our File No.: 130007-1

Dear Madam/Sir:

Enclosed please find an original and a copy of the Articles of Merger with attached Plan of Merger for the above referenced corporation. Also enclosed is our check for \$70.00 which represents the filing fee for the merger of the two corporations. Please note: We are not requesting a certified copy.

After you have filed the enclosed, please return the date stamped copy to us for our files in the enclosed self-addressed stamped envelope.

Should you have any questions regarding the enclosed, please do not hesitate to contact us. Thank you in advance for your assistance.

Sincerely,

Barbara S. Buchanan,
Paralegal

BSB/wms
enclosures

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FILED
97 MAY -8 PM 3:24
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
MORTGAGE SOLUTIONS, INC., A FLORIDA CORPORATION
INTO
FIS, INC., A FLORIDA CORPORATION**

FILED
97 MAY -8 PM 3:24
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between FIS, Inc., a Florida corporation ("Parent") and Mortgage Solutions, Inc., a Florida corporation ("Subsidiary").

Pursuant to §607.1104 of the Florida Business Corporation Act (the "Act"), Parent and Subsidiary adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated April 13, 1997 ("Plan of Merger"), between Parent and Subsidiary was approved and adopted by the Board of Directors of Parent on April 13, 1997, since shareholder approval of the Plan of Merger is not required by the shareholders of Parent or Subsidiary or by the Board of Directors of Subsidiary under §607.1104 of the Act.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Subsidiary's stock will be canceled in the merger of Subsidiary into Parent, with Parent the surviving corporation ("Merger").
3. The Agreement and Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.
5. The Articles of Incorporation of Parent, as amended from time to time heretofore, shall not be amended as a result of this merger.
6. As Parent owns 100% of all of the capital stock of Subsidiary, no notice to any shareholder is required, no approval of the shareholders of Parent or Subsidiary is required, and no approval or action by the Board of Directors of Subsidiary is required.

IN WITNESS WHEREOF, the Parent has set its hand and seal this 23 day of April, 1997.

ATTEST:

E. Linda Guttman
(Corporate Secretary)

PARENT:
FIS, INC., a Florida Corporation

By: *W. Harry Shuman*
Its: President W. Harry Shuman

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Exhibit "A"

**PLAN OF MERGER OF
MORTGAGE SOLUTIONS, INC., A FLORIDA CORPORATION
INTO FIS, INC., A FLORIDA CORPORATION**

PLAN OF MERGER, dated April 23, 1997, made by FIS, Inc., a Florida corporation ("Parent").

WITNESSETH:

- A. Parent desires to merge Mortgage Solutions, Inc., a Florida corporation ("Subsidiary") with and into Parent, with Parent being the surviving corporation (the "Merger") on the terms, and subject to the conditions, as set forth in the Plan of Merger (the "Plan"); and
- B. Parent owns 100 percent (100%) of Subsidiary's outstanding Common Stock, which stock constitutes all of the stock issued and outstanding of Company; and
- C. The Board of Directors of Parent has determined that it is advisable that Subsidiary be merged into Parent, on the terms and conditions set forth below, in accordance with §607.1104 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, Parent hereby establishes the following Plan of Merger:

ARTICLE I

THE MERGER

- A. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.
- B. On the Effective Date, Subsidiary shall be merged with and into Parent. The separate existence of Subsidiary shall cease at the Effective Date and the existence of Parent shall continue unaffected and unimpaired by the Merger. The Articles of Incorporation and Bylaws of Parent, have from time to time been amended, shall be unaffected and unchanged by this merger.
- C. The Plan of Merger has been approved by the Directors of the Parent in accordance with §607.1104 of the Act.

ARTICLE II

EFFECTS OF THE MERGER

At the Effective Date, Parent shall possess all the rights, privileges, immunities and franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in §607.1106 of the Act.

ARTICLE III

TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Subsidiary's Common Stock into shares of Parent Stock shall be as follows:

Each share of Subsidiary's common stock (the "Subsidiary Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the Parent, be canceled simultaneously as of the effective date of the Merger.

ARTICLE IV

FURTHER ASSURANCES

If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Parent the title to any property or rights of Subsidiary, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Subsidiary as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in Parent.

ARTICLE V

EXPENSES

Parent shall pay all expenses of accomplishing the Merger.

ARTICLE VI

TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Parent, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Parent. Upon termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Parent or Subsidiary, or their directors, officers, employees, agents or shareholders.

IN WITNESS WHEREOF, the Parent has set its hand and seal this 23 day of April, 1997.

PARENT:
FIS, INC., a Florida Corporation

By: W. Harry Sherman
Its: President

SSIMSFISMERGER.PLN