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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
TB 6/8/09

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Fidelity National Card Services, Inc.  
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Andrea Gerhart

(Contact Person)

Fidelity National Information Services, Inc.

(Firm/Company)

601 Riverside Ave., 12<sup>th</sup> Floor

(Address)

Jacksonville, FL 32204

(City, State and Zip Code)

For further information concerning this matter, please call:

Andrea Gerhart

(Name of Contact Person)

at (

904

)

854-8549

(Area Code and Daytime Telephone Number)

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**ARTICLES OF MERGER**

**of**

**CRITTSO FINANCIAL CORPORATION**

**An Indiana corporation  
(merging corporation)**

**with and into**

**FIDELITY NATIONAL CARD SERVICES, INC.**

**A Florida corporation  
(surviving corporation)**

**FILED**  
**2009 JUN -4 PM 2:47**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

These Articles of Merger are filed pursuant to the authority contained in Section 23-18-7 of the Indiana Business Corporation Act (the "Indiana Act"), and pursuant to the authority contained in Section 607.1104 of the Florida Business Corporation Act (the "Florida Act"), by and between **Crittson Financial Corporation**, an Indiana corporation ("Subsidiary"), and **Fidelity National Card Services, Inc.**, a Florida corporation ("Parent"), pursuant to which Subsidiary will merge into Parent (the "Merger").

For purposes of these Articles of Merger, the following shall have the meanings shown:

a. "Subsidiary" means Crittson Financial Corporation, a corporation duly organized and existing under the laws of the State of Indiana, having been formed on March 5, 1984, by Articles of Incorporation filed with the Indiana Secretary of State on that date, as amended from time to time. Subsidiary is a wholly owned corporation of Parent.

b. "Parent" means Fidelity National Card Services, Inc., a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on March 31, 1974, by Articles of Incorporation filed with the Florida Secretary of State on that date, as amended from time to time. Parent owns one hundred percent (100%) of the outstanding stock of Subsidiary.

NOW, THEREFORE, in consideration of the mutual agreements, covenants, representations and warranties herein contained and for the purpose of prescribing the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of canceling the membership interest in Subsidiary, and such other provisions as are deemed necessary or desirable with respect to the Merger, in accordance with the applicable statutes of the States of Florida and Indiana, it is agreed as follows:

## ARTICLE 1

### PLAN OF MERGER

1.1 Effective Date and Time. The Merger shall become effective on March 19, 2009 ("Effective Time").

1.2 Surviving Corporation. At the Effective Time, Subsidiary shall be merged with and into Parent. Parent shall be the surviving corporation (the "Surviving Corporation") resulting from the Merger and shall continue to be governed by the laws of the State of Florida. The name of the Surviving Corporation shall be Fidelity National Card Services, Inc.

1.3 Articles of Incorporation. At the Effective Time, the Articles of Incorporation of Parent in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

1.4 Bylaws. At the Effective Time, the bylaws of Parent in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation until thereafter amended as provided by law.

1.5 Directors. At the Effective Time, the directors of Parent in effect immediately prior to the Effective Time shall be the directors of the Surviving Corporation.

1.6 Officers. At the Effective Time, the officers of Parent in effect immediately prior to the Effective Time shall be the officers of the Surviving Corporation.

## ARTICLE 2

### SURVIVING CORPORATION TO SUCCEED TO PROPERTIES AND OBLIGATIONS OF PARENT AND SUBSIDIARY

2.1 From and after the Effective Time, the Surviving Corporation, without other transfer or assumption, shall succeed to and possess all the estate, property rights (whether tangible or intangible), privileges, powers, and franchises of a public as well as a private nature, and shall assume and be subject to all of the liabilities, obligations, debts, restitutions, disabilities, and duties of each of Parent and Subsidiary, all without further act or deed.

2.2 If at any time the Surviving Corporation shall consider, upon the advice of its legal counsel, that any further assignments, conveyances or assumptions of liability are necessary or desirable to carry out the provisions hereof, the proper officers and directors

of Parent and Subsidiary as of the Effective Time shall execute and deliver any and all proper deeds, assignments and assumptions of liability and do all things necessary or proper to carry out the provisions hereof.

### **ARTICLE 3**

#### **CANCELLATION OF SHARES IN MERGER**

3.1 At the Effective Time, each share of the common stock of Subsidiary outstanding immediately prior to the Merger and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of any holder thereof, cease to exist and be cancelled.

3.2 At the Effective Time, each share of common stock of Parent outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, constitute all of the outstanding common stock of the Surviving Corporation.

### **ARTICLE 4**

#### **APPROVAL OF PLAN OF MERGER**

4.1 Approval by Board of Directors. The Merger set forth herein has been approved by unanimous written consent of the board of directors of Parent and of Subsidiary.

4.2 Approval by Shareholders.

- a. Pursuant to Section 607.1103 of the Florida Act, the sole shareholder of Parent has approved the merger by written consent.
- b. Pursuant to Section 23-1-40-3 of the Indiana Code, the sole shareholder of Subsidiary has approved the merger by written consent.

**IN WITNESS WHEREOF**, Fidelity National Card Services, Inc. has caused these Articles of Merger to be executed on March 19, 2009.

Fidelity National Card Services, Inc.

By: \_\_\_\_\_

Name: Ronald D. Cook

Title: Executive Vice President & General Counsel


## **AGREEMENT OF MERGER**

This Agreement of Merger is entered into between **Fidelity National Card Services, Inc.**, a Florida corporation (the "Surviving Corporation"), and **Crittson Financial Corporation**, an Indiana corporation (the "Merging Entity"), of which the Surviving Corporation is the sole shareholder. Pursuant to this Agreement of Merger, Merging Entity will merge with and into Surviving Corporation (the "Merger").


1. Merging Entity shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Entity shall be canceled without consideration.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Entity shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. Surviving Corporation, as sole shareholder of the Merging Entity, hereby approves and consents to the Merger and to the Plan of Merger set forth in the Articles of Merger, attached hereto.
6. Fidelity National Payment Services, Inc., as sole shareholder of the Surviving Corporation, hereby consents to the Merger and to the Plan of Merger set forth in the Articles of Merger, attached hereto.
7. The effect of the merger is as prescribed by law.
8. The effective date of the merger is March 19, 2009.

**IN WITNESS WHEREOF**, the parties have executed this Agreement of Merger as of March 19, 2009.

Fidelity National Card Services, Inc.  
A Florida corporation  
Sole shareholder of  
Crittson Financial Corporation

By:   
Name: Ronald D. Cook  
Title: Executive Vice President & General Counsel

Fidelity National Payment Services, Inc.  
A Delaware corporation  
Sole shareholder of  
Fidelity National Card Services, Inc.

By:   
Name: Ronald D. Cook  
Title: Executive Vice President & General Counsel