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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
FIRST DATA MERCHANT SERVICES CORPORATION**

Certificate of Status	0
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# ARTICLES OF MERGER

(Profit Corporations)

FILED  
2011 FEB 28 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
First Data Merchant Services Corporation	Florida	696535

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DW Holdings, Inc.	Delaware	4268720

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 02 / 28 / 20 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 28, 2011

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 28, 2011

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

Stanley J. Andersen, V.P.

## AGREEMENT AND PLAN OF MERGER

This Plan and Agreement of Merger made and entered into on the 28th day of February, 2011, by and between DW Holdings, Inc., a Delaware Corporation, and First Data Merchant Services Corporation, a Florida Corporation.

### WITNESSETH:

**WHEREAS**, DW Holdings, Inc. is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware; and

**WHEREAS**, First Data Merchant Services Corporation is a corporation organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Board of Directors of each of the constituent corporations deems it advisable that DW Holdings, Inc. be merged into First Data Merchant Services Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and State of Florida respectively, which permit such merger;

**NOW, THEREFORE**, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, DW Holdings, Inc. and First Data Merchant Services Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

### ARTICLE I

DW Holdings, Inc. and First Data Merchant Services Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and of the State of Delaware, by DW Holdings, Inc. merging into the First Data Merchant Services Corporation, which shall be the surviving Corporation.

### ARTICLE II

The merger shall becoming effective on February 28, 2011 and the two constituent corporations shall then be a single corporation, which shall be First Data Merchant Services Corporation as the surviving corporation, and the separate existence of DW Holdings, Inc. shall cease.

### ARTICLE III

The Certificate of Incorporation of First Data Merchant Services Corporation shall not be amended in any respect by reason of this Agreement of Merger.

**ARTICLE IV**

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows: As CESI Holdings, Inc. is the sole shareholder of DW Holdings, Inc. and First Data Merchant Services Corporation, all shares of DW Holdings shall be cancelled and no additional shares issued.

**ARTICLE V**

The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at CSC, 2711 Centerville Rd, Ste 400, Wilmington, DE 19808.

IN WITNESS WHEREOF, DW Holdings, Inc. and First Data Merchant Services Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

DW Holdings, Inc.,  
a Delaware Corporation,

BY: 

Stanley J. Andersen, Vice President

First Data Merchant Services Corporation,  
a Florida Corporation,

BY: 

Stanley J. Andersen, Vice President