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CORPORATION(S) NAME

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-07/23/97--01115--025

\*\*\*\*105.00 \*\*\*\*105.00

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-07/23/97--01115--026

\*\*\*\*35.00 \*\*\*\*35.00

Marketing Profiles, Inc. AND

Formation Technologies, Inc. AND

P.P., Inc. ~~AND~~

MERGING INTO:

John H. Harland Company

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

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☐ Change of R.A.

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Merger SP 7/11/97

**ARTICLES OF MERGER**  
**Merger Sheet**

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**MERGING:**

**MARKETING PROFILES, INC., a FL corp., #H28161**

**FORMATION TECHNOLOGIES, INC., a nonqualified Georgia corp.**

**P P, INC., a nonqualified Indiana corp.**

**into**

**JOHN H. HARLAND COMPANY, a Georgia corporation 807524**

**File date: July 10, 1997**

**Corporate Specialist: Susan Payne**

ARTICLES OF MERGER  
OF  
MARKETING PROFILES, INC.;  
FORMATION TECHNOLOGIES, INC.;  
AND  
P P, INC.  
WITH AND INTO  
JOHN H. HARLAND COMPANY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUL 10 AM 11:39

The undersigned corporation, organized and existing under and by virtue of the Georgia Business Corporation Code,

DOES HEREBY CERTIFY:

1. That the Plan of Merger pursuant to which Marketing Profiles, Inc., a Florida corporation ("MPI"); FormAtion Technologies, Inc., a Georgia corporation ("FTI"); and P P, Inc., an Indiana corporation ("PP"), are being merged with and into John H. Harland Company, a Georgia corporation ("Harland"), (the "Merger") is attached hereto as Exhibit A and is incorporated herein by this reference.

2. That the Merger shall become effective as of the close of business on December 31, 1996.

3. That the laws of the States of Florida and Indiana permit such a merger under substantially the same terms as § 1107 of the Georgia Business Corporation Code, O.C.G.A. § 14-2-1107.

4. That Harland owns all of the shares of capital stock of MPI, FTI, and PP (the "Subsidiaries").

5. That the Merger was approved as of December 17, 1996, by the directors of Harland by unanimous written consent filed with the minutes of the Board.

6. That, pursuant to § 1104 of the Georgia Business Corporation Code, O.C.G.A. § 14-2-1104; § 607.1104 of the Florida Business Corporation Act; and IC 23-1-40-4 of the Indiana Business Corporation Law, shareholder approval of the Merger was not required.

7. That Harland, as the sole shareholder of the Subsidiaries, does hereby waive the requirement that it be mailed a copy of the Plan of Merger.


8. That Harland appoints the Secretary of State of Florida as its agent for service of process on a proceeding in Florida to enforce any obligation or rights of dissenting shareholders of MPI.

9. That Harland appoints the Secretary of State of Indiana as its agent for service of process on a proceeding in Indiana to enforce any obligation or rights of dissenting shareholders of PP.

10. That Harland certifies that a Notice of Merger and a publishing fee of \$40.00 have been mailed or delivered to an authorized newspaper as required by law.

IN WITNESS WHEREOF, John H. Harland Company has caused these Articles of Merger to be signed by Robert R. Woodson, its Chairman, this 23rd day of December, 1996.

JOHN H. HARLAND COMPANY

By:   
Robert R. Woodson  
Chairman



PLAN OF MERGER  
OF  
MARKETING PROFILES, INC.;  
FORMATION TECHNOLOGIES, INC.;  
AND  
P P, INC.  
WITH AND INTO  
JOHN H. HARLAND COMPANY

1. Merger.

a. Marketing Profiles, Inc., a Florida corporation ("MPI"), shall be merged with and into John H. Harland Company, a Georgia corporation ("Harland").

b. FormAtion Technologies, Inc., a Georgia corporation ("FTI"), shall be merged with and into Harland.

c. P P, Inc., an Indiana corporation ("PP"), shall be merged with and into Harland.

2. Surviving Corporation. MPI, FTI, and PP, shall be merged (the "Merger") with and into Harland at the Effective Time (as hereinafter defined) in accordance with the Georgia Business Corporation Code, the Florida Business Corporation Act, and the Indiana Business Corporation Law, the provisions of each of which permit the merger of a corporation of another state with a corporation organized and existing under the laws of said state. At the Effective Time, the separate existence of each of MPI, FTI, and PP shall cease, and Harland shall be the surviving entity ("Surviving Corporation").

3. Articles of Incorporation. The Articles of Incorporation of Harland in effect immediately prior to the Effective Time shall remain unchanged and become the Articles of Incorporation of Surviving Corporation.

4. Bylaws. The Bylaws of Harland in effect immediately prior to the Effective Time shall remain unchanged and become the Bylaws of Surviving Corporation after the Merger until amended or repealed in the manner provided by such Bylaws.

5. Officers and Directors. The officers and directors of Harland immediately prior to the Effective Time shall continue to be the officers and directors of Surviving Corporation after the Merger, holding such positions in accordance with the Articles of Incorporation and Bylaws of Surviving Corporation.

6. Manner and Basis of Converting Shares.

a. Capital Stock of MPI. As of the Effective Time, by virtue of the Merger and without any action on the part of any holder of any share of capital stock of MPI, each share of MPI capital stock outstanding as of the Effective Time shall be canceled , and no cash, security, or other consideration of any kind shall be issued or paid for such capital stock.

b. Capital Stock of FTI. As of the Effective Time, by virtue of the Merger and without any action on the part of any holder of any share of capital stock of FTI, each share of FTI capital stock outstanding as of the Effective Time shall be canceled , and no cash, security, or other consideration of any kind shall be issued or paid for such capital stock.

c. Capital Stock of PP. As of the Effective Time, by virtue of the Merger and without any action on the part of any holder of any share of capital stock of PP, each share of PP capital stock outstanding as of the Effective Time shall be canceled , and no cash, security, or other consideration of any kind shall be issued or paid for such capital stock.

d. Capital Stock of Harland. Each share of capital stock of Harland that is issued and outstanding immediately before the Effective Time shall remain outstanding and unchanged as a result of the Merger.

7. Effective Time of Merger. The Merger shall become effective as of the time specified in the Articles of Merger (the "Effective Time").

8. Rights of Dissenting Shareholders of MPI. Pursuant to § 607.1104(1)(b)(4) of the Florida Business Corporation Act, any shareholder of MPI who dissents from the Merger may be entitled, if such shareholder complies with the provisions of the Florida Business Corporation Act, to be paid the fair market value of such shareholder's shares.