

F23444

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 6/2

900003274859--3
-06/02/00--01058--011
*****70.00 *****70.00
900003274859--3
-06/02/00--01058--012
*****35.00 *****35.00

Corporation(s) Name

FDP Leasing Corp.
Actuarial Research + Development Corp.
merging into
FDP Corp.

Merger

☐ Profit
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

***Special Instructions**

☐ Certified Copy

☐ Photocopies

☐ CUS

☐ arts/ameds/mergers ☐ Other-See Above

☒ Walk in

☒ Pick-up

☐ Will Wait

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

RECEIVED
JUN -2 AM 11:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*00789, 00721, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ACTUARIAL RESEARCH & DEVELOPMENT CORP., a Florida corporation
534521

F D P LEASING CORP., a Florida corporation 651144

INTO

FDP CORP., a Florida entity, F23444.

File date: June 2, 2000

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 2, 2000

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: F D P LEASING CORP.
Ref. Number: 651144

We have received your document for F D P LEASING CORP. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

To: → Annette Ramsey
Corporate Specialist

Letter Number: 600A00031327

*Correction
made. Please
backdate to 6/2/00.
TKS!
Carol*

RECEIVED
00 JUN -5 PM 2:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

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

FILED
00 JUN -2 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
FDP Corp.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
F D P Leasing Corp	Florida

Actuarial Research & Development Corp.	Florida
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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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
May 5, 2000 _____ 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
May 5, 2000 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

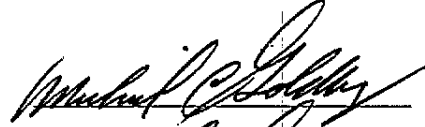
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

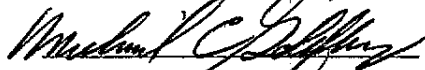
Typed or Printed Name of Individual & Title

FDP Corp.



Michael C. Goldberg, President

F D P Leasing Corp



Michael C. Goldberg, President

Actuarial Research &
Development Corp.



Michael C. Goldberg, President

AGREEMENT AND PLAN OF MERGER

Parties: **F D P LEASING CORP.,**
a Florida corporation ("Leasing")
Suite 2800, One Biscayne Tower
Miami, FL

ACTUARIAL RESEARCH & DEVELOPMENT CORP.,
a Florida corporation ("ARD")
Suite 2800, One Biscayne Tower
Miami, FL

F D P CORP.,
a Florida corporation ("FDP")
2140 South Dixie Highway
Miami, Florida

Dated: May 5, 2000

BACKGROUND

Leasing and ARD are sister corporations and are wholly owned subsidiaries of FDP. For various business and tax reasons, the Boards of Directors of Leasing, ARD and FDP have each determined that it is in the best interests of each corporation and their respective shareholders that Leasing and ARD be merged with and into FDP, with FDP as the corporation surviving the merger. The merger of Leasing and ARD with and into FDP (the "Merger") will be effected on the terms stated in this Agreement and Plan of Merger (the "Agreement"). Accordingly, the Boards of Directors and the respective shareholders of Leasing, ARD and FDP, have unanimously adopted resolutions approving the Merger and this Agreement in the manner required by law. Accordingly, Articles of Merger will be executed and filed with the Secretary of the State of Florida.

INTENDING TO BE LEGALLY BOUND HEREBY, Leasing, ARD and FDP do each adopt this Agreement and Plan of Merger, and agree that the Leasing and ARD shall be merged with and into FDP on the following terms:

1. **Merger.** On the Effective Date (as defined below), Leasing and ARD shall be merged with and into FDP in accordance with this Agreement and in compliance with the Florida Business Corporation Act, and the Merger shall have the effect provided for under such laws. FDP (sometimes referred to below as the "Surviving Corporation") shall be the surviving corporation of the Merger and shall continue to exist and to be governed by the laws of the State of Florida. The corporate existence and identity of FDP, with its purposes and powers, shall continue unaffected and unimpaired by the Merger, and FDP shall succeed to and be fully vested with the corporate existence and identity of each of Leasing and ARD. The separate corporate existence and identity of both Leasing and ARD shall cease upon the Effective Date, and Leasing, ARD and FDP shall be a single Florida corporation. On the Effective Date, all outstanding shares of capital stock of both Leasing and ARD shall be

cancelled, and all outstanding shares of capital stock of FDP shall be unaffected by the Merger. The directors and officers of FDP on the Effective Date will continue as the directors and officers of the Surviving Corporation.

2. **Name and Registered Office of Surviving Corporation.** On the Effective Date, the name of the Surviving Corporation shall continue to be FDP Corp. with its principal place of business at 2140 South Dixie Highway, Miami, FL 33133.

3. **Articles of Incorporation.** Immediately after the Merger, the Articles of Incorporation of the Surviving Corporation shall be the same as before the Merger.

4. **Bylaws.** Immediately after the Merger, the bylaws of the Surviving Corporation shall be the same as before the Merger.

5. **Effective Date.** As used in this Agreement, "Effective Date" shall mean the date of the filing of the Articles of Merger with the office of the Florida Secretary of State.

6. **Termination.** This Agreement may be terminated or abandoned at any time before the Effective Date by any party hereto with the due approval of its Board of Directors.

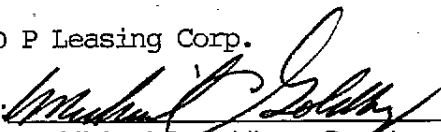
7. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original hereof, and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart hereof.

8. **Severability.** If any provision of this Agreement is construed to be invalid, illegal or unenforceable, then the remaining provisions hereof shall not be affected thereby and shall be enforceable without regard thereto.

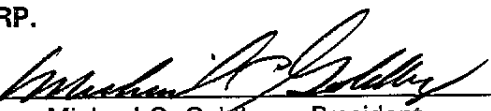
9. **Section Headings.** Section headings in this Agreement are for convenience of reference only and do not constitute a part of this Agreement and shall not affect its interpretation

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed by their authorized officers and such officers acknowledge, under penalty of perjury, that this instrument is the act and deed of each such corporation and that the facts stated herein are true.


F D P Leasing Corp.

By: 
Michael C. Goldberg, President

**ACTUARIAL RESEARCH & DEVELOPMENT
CORP.**

By: 
Michael C. Goldberg, President

FDP CORP.

By: 
Michael C. Goldberg, President