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F930000002133

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City State Zip Phone

CORPORATION(S) NAME

Merge

AMSC, Inc.

300002691713--5
-11/19/98--01065--022
*****70.00 *****70.00

300002691713--5
-11/19/98--01065--023
*****43.75 *****43.75

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|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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**00789, 00524, 00672*

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98 NOV 19 PM 12:49
DIVISION OF CORPORATIONS

FILED
98 NOV 19 PM 2:58
STATE OF FLORIDA
TALLAHASSEE

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMSC, INC., a Florida corporation P98000018898

AMSC MIDWEST, INC., a Florida corporation P94000034680

INTO

C.I.S. TECHNOLOGIES, INC., a Delaware corporation, F93000002133

File date: November 19, 1998

Corporate Specialist: Annette Ramsey

AGREEMENT AND PLAN OF MERGER OF
AMSC, INC.,
a Florida corporation
AMSC MIDWEST, INC.,
a Florida corporation
C.I.S. TECHNOLOGIES, INC.,
a Delaware corporation

FILED
98 NOV 19 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into as of this 11th day of September, 1997, among AMSC, INC., a Florida corporation ("AMSC"), AMSC MIDWEST, INC., a Florida corporation ("AMSCMW"), and C.I.S. Technologies, Inc., a Delaware corporation ("CIS").

RECITALS

1. C.I.S. Technologies, Inc. is a corporation duly organized and existing under the laws of the State of Delaware, having been duly incorporated on February 17, 1989, and having the authority to issue up to 10,000 shares of common stock, \$.01 par value per share, of which 9,000 shares are currently issued and outstanding.

2. AMSC, Inc. is a corporation duly organized and existing under the laws of the State of Florida, having been originally incorporated on ~~February 26, 1994~~, and having the authority to issue up to 1,000 shares of one class of common stock, \$1.00 par value per share, of which 500 shares are currently issued and outstanding, each being held by CIS.

3. AMSC Midwest, Inc. is a corporation duly organized and existing under the laws of the State of Florida, having been originally incorporated on May 9, 1994, and having the authority to issue up to 1,000 shares of one class of common stock, \$.01 par value per share, of which 600 shares are currently issued and outstanding, each being held by AMSC.

4. The respective Boards of Directors of AMSC and AMSCMW have determined that it is advisable and in the best interest of each corporation that AMSC, AMSCMW merge with and into CIS upon the terms and subject to the conditions set forth in this Agreement.

5. The respective Boards of Directors of AMSC and AMSCMW, by resolutions duly adopted, have approved this Agreement.

6. National Data Corporation, a Delaware corporation, is the sole shareholder of CIS and has approved this Agreement as required by the laws of the State of Delaware.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, AMSC and AMSCMW (the "Merging Corporations") shall be merged with and into CIS (the "merger") and that the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner of converting the shares of AMSC and AMSCMW and other provisions relating thereto shall be as set forth herein.

ARTICLE I

THE MERGER

1.1 Surviving Corporation. On the Effective Date of the Merger as hereinafter defined, the Merging Corporations shall be merged with and into CIS with CIS being the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") of this Merger and the Surviving Corporation shall continue its corporate existence. This Merger shall be in compliance with Section 368(a)(1)(A) of the Internal Revenue Code of the United States of America.

1.2 Governing Documents. The Certificate of Incorporation of CIS shall be the Certificate of Incorporation of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable Delaware law; and the Bylaws of CIS as in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof, the Certificate of Incorporation of CIS and applicable Delaware law.

1.3 Effect of Merger. At the Effective Date, the Merger shall have the effect provided for herein and specifically, and not by way of limitation, at the Effective Date, the separate corporate existence of the Merging Corporations shall cease and CIS shall possess all of the rights, privileges, powers and franchises of a public and private nature and shall be subject to all of the restrictions, disability and duties of the Merging Corporations; and all and singular of the rights, privileges, powers and franchises of the Merging Corporations and all property, real, personal and mixed, and all debts owed to the Merging Corporations on whatever account, as well as all other things belonging to the Merging Corporations, shall be vested in CIS.

1.4 Expenses. The Surviving Corporation shall pay all expenses of carrying this Agreement of Merger into effect and of accomplishing the Merger.

ARTICLE II

CANCELLATION OF SHARES

2.1 Cancellation of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of the shareholders of the Merging Corporations or CIS:

- (a) Common Shares of the Merging Corporations. Each share of common stock of each of the Merging Corporations issued and outstanding on the Effective Date of the Merger shall be retired and cancelled by virtue of the Merger.
- (b) Common Stock of CIS. Each share of common stock of CIS issued and outstanding on the Effective Date of the merger shall remain unaffected by the Merger.

ARTICLE III

EFFECTIVE DATE

The Merger shall become effective as of September 11th, 1997 at 12:01 AM (the "Effective Date").


ARTICLE IV

MISCELLANEOUS

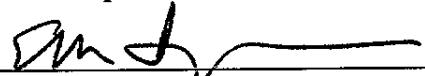
4.1 Consent to Service. CIS, as the Surviving Corporation, hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the merging Corporations, as well as for enforcement of any obligation of the Merging Corporations, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger. CIS, as the surviving corporation, appoints The Corporation Trust Company at 1209 Orange Street, Wilmington, Delaware 19801 as its agent to accept service of process in any such suit or other proceedings.

IN WITNESS WHEREOF, each of the corporations to be effected by this merger has caused this Agreement to be executed by its Secretary as of the date first above written.

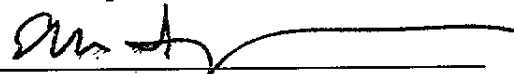
C.I.S. TECHNOLOGIES, INC.
a Delaware corporation

By 
E. Michael Ingram, Secretary,
Senior Vice President and General Counsel

AMSC, INC.
a Florida corporation

By 
E. Michael Ingram, Secretary,
Senior Vice President and General Counsel

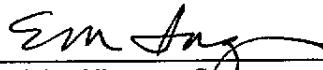
AMSC MIDWEST, INC.
a Florida corporation

By 
E. Michael Ingram, Secretary,
Senior Vice President and General Counsel

CERTIFICATE OF THE SECRETARY
OF
C.I.S. TECHNOLOGIES, INC.
a Delaware corporation

I, E. Michael Ingram, the Secretary and General Counsel of C.I.S. Technologies, Inc., hereby certify that the Agreement and Plan of Merger to which this Certificate is attached has been executed by me after having first been duly approved and adopted by the Sole Shareholder of C.I.S. Technologies, Inc. on Sept. 11th, 1997.

WITNESS my hand and seal this 10th day of November, 1998.


E. Michael Ingram, Secretary

CERTIFICATE OF THE SECRETARY
OF
AMSC, INC.
a Florida corporation
AMSC MIDWEST, INC.,
a Florida corporation

I, E. Michael Ingram, the Secretary and General Counsel of AMSC, Inc. and AMSC Midwest, Inc. hereby certify that the Agreement and Plan of Merger to which this Certificate is attached has been executed by me after having first been duly approved and adopted by the Sole Shareholder of AMSC, Inc. and AMSC Midwest, Inc. on Sept. 11th, 1997.

WITNESS my hand and seal this 10th day of November, 1998.


E. Michael Ingram, Secretary