J43041

CT CORPORATION SYSTEM

CORPORATION(S) NAME

InfoSource Holdings, Inc. Merging into: InfoSource, Inc.

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FILED
2001 DEC 20 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

() Profit () Nonprofit	() Amendment	(X) Merger
() Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
() Certified Copy	() Photocopies	() CUS
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up

Name 12/20/01 Order#: 5003040

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C. Coulliette DEC 2 0 2001

Amount: $

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 DEC 20 PM 2:01

RECEIVED

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

INFOSOURCE HOLDINGS, INC., a Delaware corporation not qualified

INTO

INFOSOURCE, INC., a Florida entity, J43041.

File date: December 20, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
MERGING
INFOSOURCE HOLDINGS, INC. (a Delaware corporation)
WITH AND INTO
INFOSOURCE, INC. (a Florida corporation)

Pursuant to the provisions of Section 1109 of the Florida Business Corporation Act (the "FBCA") and Section 253 of the Delaware General Corporation Law, InfoSource, Inc., a Florida corporation (the "Survivor) and InfoSource Holdings, Inc. a Delaware corporation (the "Corporation"), have adopted the following Articles of Merger for the purpose of merging the Corporation into the Survivor:

1. An Agreement and Plan of Merger (the "Plan"), previously approved by the stockholders and directors of the Corporation and by the shareholders and directors of the Survivor, is attached hereto as Exhibit A.

2. The Plan was approved by the shareholders and directors of the Survivor on December 19, 2001.

3. The Plan was approved by the stockholders and directors of the Corporation on December 19, 2001.

4. The effective date of the merger shall be December 20, 2001.

IN WITNESS WHEREOF, the Corporation and the Survivor have caused these Articles of Merger to be executed as of December 20, 2001.

FILED
2001 DEC 20 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INFOSOURCE, INC.,
A Florida Corporation

By: Linda O'Reilly
Linda O'Reilly
Vice President

INFOSOURCE HOLDINGS, INC.
A Delaware Corporation

By: Linda O'Reilly
Linda O'Reilly
Vice President

AGREEMENT AND PLAN OF MERGER

Exhibit A

This Agreement and Plan of Merger (this "Plan") is made and entered into as of December 20, 2001 by and between InfoSource Holdings, Inc., a Delaware corporation (the "Corporation"), and InfoSource, Inc., a Florida corporation (the "Survivor").

ARTICLE ONE
Merger of the Corporation with and into the Survivor

The Corporation will be merged with and into the Survivor in accordance with the laws of the State of Delaware and the State of Florida (the "Merger"), with such Merger to become effective at 4 p.m. EST on December 20, 2001 (the "Effective Time"). The surviving corporation in the Merger will be the Survivor (as such, the "Surviving Company"), which will continue (i) to have the name "InfoSource, Inc.", a Florida corporation, and (ii) to be governed by and in accordance with the laws of the State of Florida. It is intended that the Merger qualify as a reorganization under Section 368(a) of the Internal Revenue Code of 1986. The parties intend that this Plan will constitute a "plan of reorganization" within the meaning of Treasury Regulation Section 1.368-3.

ARTICLE TWO
Effect of Merger

The Merger shall in all respects have the effects provided for in Section 259 of the Delaware General Corporation Law and Section 1106 of the Florida Business Corporation Act (the "FBCA"), with all rights and obligations of the Corporation being allocated to and vesting in the Surviving Company. Without limiting the generality of the foregoing, at the Effective Time the separate existence of the Corporation shall cease, and the Surviving Company will immediately (i) succeed, without transfer, to all of the assets, properties, rights and claims of the Corporation and (ii) be subject to all of the debts, obligations and liabilities of the Corporation in the same manner and to the same extent as if such had been incurred by the Surviving Company. Neither the rights of creditors with respect to the Survivor or the Corporation nor any liens upon the assets of the Survivor or the Corporation shall be impaired by the Merger. Any lawsuit, proceeding or claim pending or existing by or against the Survivor or the Corporation may be prosecuted and continued as if the Merger had not occurred or, alternatively, the Surviving Company may be substituted for the Corporation with respect to any such lawsuit, proceeding or claim.

ARTICLE THREE
Conversion of Shares

Each outstanding share of Class A Common Stock, par value \$.01 per share, of the Corporation ("Corporation Common Stock") shall be automatically converted into $1/8^{th}$ of a share of Common Stock, par value \$1.00 per share, of the Survivor ("Survivor Common Stock").

Each person who is a holder of record of outstanding shares of Corporation Common Stock at the Effective Time shall thereafter be entitled to receive from the Survivor a certificate or certificates evidencing the number of shares of Survivor Common Stock that such shares of Corporation Common Stock are converted into pursuant to the Merger, upon surrender by such holder to the

Survivor of the certificate or certificates that represented such shares of Corporation Common Stock. The shareholders of Survivor who, except for the applicability of Section 1104 of the FBCA would be entitled to vote and who dissent from the merger may be entitled, if they comply with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of their shares. At the Effective Time, all outstanding shares of Class B Common Stock, par value $.01 per share, of the Corporation, and all shares of Survivor Common Stock previously held by the Corporation, shall be cancelled.

ARTICLE FOUR
Approval

This Plan was approved and adopted by written consent of the directors and stockholders of the Corporation as of December 19, 2001 and by written consent of the directors and shareholders of the Survivor as of December 19, 2001.

ARTICLE FIVE
Articles of Incorporation

The Articles of Incorporation of the Survivor will continue as the Articles of Incorporation of the Surviving Company after the Effective Time of the Merger.

ARTICLE SIX
Bylaws, Officers and Directors

The Bylaws of the Survivor, as existing at the Effective Time of the Merger, will continue as the Bylaws of the Surviving Company until such Bylaws are thereafter modified, amended or repealed in accordance with the laws of the State of Florida and the applicable provisions of such Bylaws. The officers and directors of the Survivor at the Effective Time will continue as the officers and directors of the Surviving Company until such time as the successor of each such officer or director is chosen and qualified or until his earlier death, resignation, retirement, disqualification or removal from office.

ARTICLE SEVEN
Abandonment

At any time prior to the Effective Time of the Merger, this Plan may be terminated and abandoned by the directors of the Survivor or the directors of the Corporation.

ARTICLE EIGHT
Service of Process

The Survivor hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligations of the Corporation, as well as for enforcement of any obligation of the Surviving Company arising from the Merger. Pursuant to the Delaware General Corporation Law, the Surviving Company shall irrevocably appoint the Delaware Secretary of State as its agent for service of process in the State of Delaware. A copy of such process may be mailed to the Surviving Company at 6953 University Boulevard, Winter Park, FL 32792.

IN WITNESS WHEREOF, the Survivor and the Corporation executed this Agreement and Plan of Merger as of the date first written above.

InfoSource Holdings, Inc.
A Delaware Corporation

By: Linda O'Reilly
Linda O'Reilly
Vice President

InfoSource, Inc.
A Florida Corporation

By: Linda O'Reilly
Linda O'Reilly
Vice President