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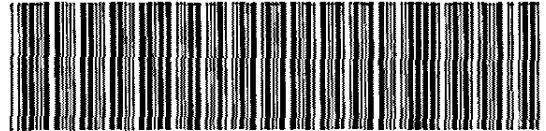
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 APR 29 AM 10:55

FILED

[Handwritten signature]



April 16, 2004

Via FedEx

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
04 APR 29 AM 10:56
TALLAHASSEE, FLORIDA

Re: Articles of Organization of Naidyl Data Services, LLC and Articles of Merger

Dear Sir or Madam:

Enclosed for filing please find:

- (1) One original executed set of Articles of Organization for Naidyl Data Services, LLC, and
- (2) One original executed set of Articles of Merger of Lydian Data Services Inc. and Naidyl Data Services, LLC.

LOT-32256

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Please file the enclosed documents at your earliest convenience. Enclosed are two checks in the amounts of \$125 and \$60 made payable to the Department of State for the fees owed in connection with these filings.

If you have any questions or need further information, please do not hesitate to contact me at (561) 630-2169.

Sincerely,

Stephen C. Wilhoit
Executive Vice President

Enclosures

ARTICLES OF MERGER

OF

LYDIAN DATA SERVICES INC. and NAIDYL DATA SERVICES, LLC

LYDIAN DATA SERVICES INC., a Florida corporation ("LDS"), and NAIDYL DATA SERVICES, LLC, a Florida limited liability company ("Naidyl"), hereby certify that:

FIRST: Attached hereto is the Agreement and Plan of Merger (the "Plan") entered into by LDS and Naidyl.

SECOND: Each corporation and limited liability company that is a party to the Plan approved the Plan in accordance with its organizational documents and all requirements of applicable law, including without limitation the applicable provisions of Chapters 607 and 608 of the Florida Statutes.

THIRD: The merger contemplated by the Plan is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FOURTH: The merger contemplated by the Plan is effective at 11:59 p.m. (EST) on April 30, 2004.

IN WITNESS WHEREOF, Lydian Data Services Inc. and Naidyl Data Services, LLC have caused these Articles of Merger to be signed on their behalf on this 16th day of April, 2004.

LYDIAN DATA SERVICES INC.

NAIDYL DATA SERVICES, LLC

By: S. C. Wilcott
Name: Stephen C. Wilcott
Title: Executive Vice President

By: LYDIAN TRUST COMPANY,
Managing Member

By: S. C. Wilcott
Name: Stephen C. Wilcott
Title: Executive Vice President

FILED
04 APR 29 AM 10:55
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER OF
LYDIAN DATA SERVICES INC.
WITH AND INTO
NAIDYL DATA SERVICES, LLC**

FILED
04 APR 29 AM 10:55
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is dated as of April 30, 2004 by and between Lydian Data Services Inc., a corporation organized and existing under the laws of the state of Florida ("LDS") and Naidyl Data Services, LLC, a limited liability company organized and existing under the laws of the state of Florida ("Naidyl" or the "Surviving Entity").

Recitals

1. All of the outstanding shares of common stock of LDS are owned by Lydian Trust Company, a Florida corporation ("Parent") and all of the member interests of Naidyl are owned by Parent.
2. The board of directors and sole shareholder of LDS and the sole and managing member of Naidyl have determined that it is advisable and in the best interest of LDS, Naidyl and Parent that LDS be merged with and into Naidyl on the terms set forth in this Plan.
3. Adoption of the plan of merger was recommended by the board of directors of LDS and by the managing member of Naidyl, and was approved by the shareholder of LDS and the member of Naidyl in accordance with each company's organizational documents and all applicable laws, including without limitation Sections 607 and 608 of the Florida Statutes.

Plan of Merger

ARTICLE I Existence of the Surviving Entity. At the Effective Time (as defined below) of the merger (the "Merger"), LDS shall be merged with and into Naidyl, and Naidyl shall be the surviving entity. The identity, existence, purposes, powers, franchises, rights and immunities of Naidyl shall continue unaffected and unimpaired by the Merger; and the corporate identity, existence, purposes, powers, franchises, rights and immunities of LDS shall be merged with and into Naidyl and Naidyl shall be fully vested therewith. The separate existence of LDS, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger whereupon LDS and Naidyl shall be and become one single limited liability company.

ARTICLE II Articles of Organization of Surviving Entity. The Articles of Organization of Naidyl as in effect at the Effective Time of the Merger shall continue and remain in effect, except that Article I shall be amended as of the Effective Time to read as follows:

"ARTICLE 1. Name. The name of the limited liability company is Lydian Data Services, LLC."

ARTICLE III Operating Agreement of Surviving Entity. The Operating Agreement of Naidyl as in effect at the Effective Time of the Merger shall continue and remain in effect.

ARTICLE IV Manager of Surviving Entity. The managing member of Naidyl immediately prior to the Effective Time of the Merger shall continue as the managing member of Naidyl. The name and address of such managing member is:

Lydian Trust Company
3801 PGA Boulevard
Palm Beach Gardens, FL 33410

ARTICLE V Cancellation of Shares of LDS. The manner of canceling the shares of LDS shall be as follows:

1. At the Effective Time of the Merger, and upon surrender of the certificates, Parent shall have its shares of common stock of LDS cancelled.

2. At the Effective Time of the Merger, without any action on the part of the Parent, all of the member interests of Naidyl owned by Parent shall remain the member interests of Naidyl and shall constitute all of the outstanding member interests of Naidyl after the Effective Time.

ARTICLE VI Effective Time of Merger. The "Effective Time" of the Merger shall be at 11:59 p.m. (EST) on April 30, 2004, provided that the Articles of Merger have been filed with the Secretary of State of Florida prior to such time and date.

IN WITNESS WHEREOF, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized as of the day and year first above written.

LYDIAN DATA SERVICES INC.

By: Stephen C. Wilhoit
Name: Stephen C. Wilhoit
Title: Executive Vice President

NAIDYL DATA SERVICES, LLC

By: LYDIAN TRUST COMPANY,
Managing Member

By: Stephen C. Wilhoit
Name: Stephen C. Wilhoit
Title: Executive Vice President

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APR 29 AM 10:55
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TALLAHASSEE, FLORIDA