



L95000000739

w/I

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 30 PM 3:53

FILED

ACCOUNT NO. : 072100000032

REFERENCE : 316972 4305389

AUTHORIZATION : Patricia Pizzo

COST LIMIT : \$ 87.50 (per hour Overlap)

ORDER DATE : July 22, 1999

ORDER TIME : 10:18 AM

ORDER NO. : 316972-100

CUSTOMER NO: 4305389

300002947233--6

CUSTOMER: Romney Grippio, Esq
Shanley & Fisher, P.c.
131 Madison Avenue

Morristown, NJ 07962

ARTICLES OF MERGER

SECURITIES CONSULTANTS
INTERNATIONAL, L.L.C.

INTO

BISYS SUPPORT SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY

Name	XX
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

Merge
alt
8/4
Merge
Lillich
(no amendments)

FF \$87.50

Filed
7/30/99
per KB
- alt

RECEIVED
99 AUG -2 PM 10:37
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SECURITIES CONSULTANTS INTERNATIONAL, L.L.C. (L95000000739)

INTO

BISYS SUPPORT SERVICES, INC., corporation not qualified in Florida.

File date: July 30, 1999

Corporate Specialist: Brenda Tadlock

Account number: 072100000032

Account charged: 87.50



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 3, 1999

CSC

SUBJECT: SECURITIES CONSULTANTS INTERNATIONAL, L.L.C.
Ref. Number: L9500000739

We have received your document for SECURITIES CONSULTANTS INTERNATIONAL, L.L.C. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The fees to file the articles of merger are as follows:
For each Limited Partnership: \$52.50
For each Limited Liability Company: 52.50
For each Corporation: 35.00
For each General Partnership: 25.00
All Others: No Charge

The plan of merger must contain the terms and conditions of the merger. ✓

The plan of merger must contain the manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property. ✓

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned. ✓

If you have any questions concerning the filing of your document, please call (850) 487-6043. ✓

Shawn Logan
Document Specialist

Letter Number: 799A00039235

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Securities Consultants</u>	<u>Florida</u>	<u>limited</u>
<u>International, L.L.C.</u>		<u>liability company</u>
<u>5301 North Federal Highway, Ste 380</u>		
<u>Boca Raton, FL 33487-4961</u>		
Florida Document/Registration Number: <u>295000000739</u>		FEI Number: <u>59-335-2292</u>
2. <u>BISYS Support Services, Inc.</u> (NG)	<u>Georgia</u>	<u>corporation</u>
<u>3569 Habersham at Northlake</u>		
<u>Tucker, GA 30084</u>		
Florida Document/Registration Number: _____		FEI Number: <u>58-237-5558</u>
3. _____	_____	_____

Florida Document/Registration Number: _____		FEI Number: _____
4. _____	_____	_____

Florida Document/Registration Number: _____		FEI Number: _____

(Attach Additional sheet(s) if necessary)

FILED
99 JUL 30 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>BISYS Support Services, Inc.</u>	<u>Georgia</u>	<u>corporation</u>
<u>3569 Habersham at Northlake</u>		
<u>Tucker, GA 30084</u>		

Florida Document/Registration Number: _____ FEI Number: 58-237-5558

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger 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.

NINTH: The merger shall become effective as of: _____.

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Securities Consultants
International, L.L.C.

Signature(s)

Typed or Printed Name of Individual

Dennis Sheehan, ~~CEO~~
Executive Vice President ~~and~~

BISYS Support Services, Inc.

Denner Lee

Dennis Sheehan
Executive Vice President

(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Mailing address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	\$52.50
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge

AGREEMENT AND PLAN OF MERGER

OF
SECURITIES CONSULTANTS INTERNATIONAL, L.L.C.,
a Florida limited liability company,

WITH AND INTO

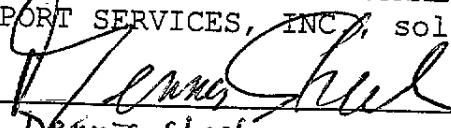
BISYS SUPPORT SERVICES, INC.
a Georgia corporation

Agreement and Plan of Merger, dated this 26th day of July 1999, pursuant to Sections 608.4381 and 608.438 of the Florida Limited Liability Company Act and Section 14-2-1101, et seq. of the Georgia Business Corporation Code, between Securities Consultants International, L.L.C., a Florida limited liability company ("SCI"), and BISYS Support Services, Inc., a corporation organized and existing under the laws of the State of Georgia ("BISYS Support"). The following are the terms and conditions of the merger:

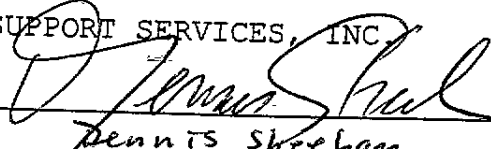
1. SCI shall merge with and into BISYS Support, which is the surviving corporation.
2. The presently outstanding equity interests, shares, obligations or other securities of the sole member of SCI, the merging entity, all of which are owned by BISYS Support, the surviving corporation, shall be surrendered and cancelled.
3. There are no amendments to the Articles of Incorporation of the surviving corporation as a result of the merger.

4. The merger shall be effective on the date of filing of the Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Georgia.

SECURITIES CONSULTANTS INTERNATIONAL, L.L.C.
By BISYS SUPPORT SERVICES, INC., sole member

By: 
Name: Dennis Sheehan
Title: Executive Vice President

BISYS SUPPORT SERVICES, INC.

By: 
Name: Dennis Sheehan
Title: Executive Vice President