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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

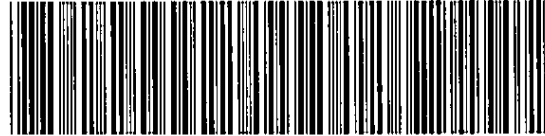
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TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088
If there are any issues
please contact Cheyanne at
850-202-1882

Date: 11//2024

Name: Cheyenne Davis

Reference #: 2585864

Entity Name: CARDWORKS SERVICING, LLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$ 50.00

Signature: *Cheyenne Davis*

✉ CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

✉ EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES,
REGISTRY #8010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

✉ ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CardWorks Servicing, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Laurie Bigman

Contact Person

CardWorks Inc.

Firm/Company

101 Crossways Park Dr.

Address

Woodbury, NY 11757

City, State and Zip Code

laurie.bigman@cardworks.com

E-mail address (to be used for future annual report notification)

For further information concerning this matter, please call:

Dawn Tauster

Name of Contact Person

at (516)

Area Code

666-1448

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Articles of Merger For Florida Limited Liability Company

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dataline Systems, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CardWorks Servicing, LLC	Delaware	limited liability company

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

None of the foregoing apply. Entity is a foreign entity registered to do business in the State of Florida.

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2024

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Dataline Systems, LLC

Signature(s):

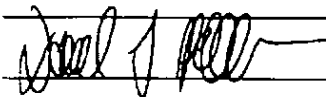


Typed or Printed

Name of Individual:

Daniel J. Pillermer

CardWorks Servicing, LLC



Daniel J. Pillermer

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

Fees: For each Limited Liability Company:

\$25.00

For each Corporation:

\$35.00

For each Limited Partnership:

\$52.50

For each General Partnership:

\$25.00

For each Other Business Entity:

\$25.00

Certified Copy (optional):

\$30.00

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

BETWEEN

CARDWORKS SERVICING, LLC
a Delaware limited liability company

AND

DATALINE SYSTEMS, LLC,
a Florida limited liability company

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the ____ day of November, 2024 (the "Effective Date") by and between CARDWORKS SERVICING, LLC, a Delaware limited liability company ("CardWorks") and DATALINE SYSTEMS, LLC, a Florida limited liability company ("Dataline").

WITNESSETH:

WHEREAS, Dataline is a limited liability company formed and existing under the laws of the State of Florida, its Articles of Conversion for "Other Business Entity" into Florida Limited Liability Company and Articles of Organization having been registered with the Office of the Secretary of State of the State of Florida on May, 4, 2020; and

WHEREAS, CardWorks is a limited liability company existing under the laws of the State of Delaware, its Articles of Organization having been filed in the Office of the Secretary of State of the State of Delaware on July 1, 1999; and

WHEREAS, one hundred percent (100%) of the ownership interests of CardWorks ("CardWorks' Owner") and Dataline ("Dataline's Owner") and together with CardWorks' Owner, the "Owners") have approved this Agreement; and

WHEREAS, the Owners desire to merge Dataline with and into CardWorks, and to have CardWorks be possessed of all the estate, property, rights, privileges and franchises of Dataline, on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the statutes of the State of Delaware and the State of Florida, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, CardWorks and Dataline, by the unanimous action of CardWorks' Owner and Dataline's Owner have agreed and do hereby agree, each with the other as follows:

ARTICLE I

CardWorks and Dataline shall be merged into a single limited liability company, in accordance with applicable provisions of the laws of the State of Delaware, by Dataline merging with and into CardWorks, with CardWorks being the surviving company.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of The Merger"), Dataline shall be merged with and into CardWorks, and the separate existence of Dataline shall cease except to the extent provided by the laws of the State of Delaware. CardWorks shall be the surviving company and it shall continue to be governed by the laws of the State of Delaware. All assets of Dataline, as they exist as of the Effective Date of the Merger shall pass to and vest in CardWorks without any conveyance or other transfer; and Dataline shall be considered the same business and corporate entity as CardWorks with all the rights, powers, and duties of CardWorks and CardWorks shall be responsible for all the liabilities, if any, of Dataline existing as of the Effective Date of the Merger.

ARTICLE III

The Articles of Organization of CardWorks shall not be amended in any respect by reason of this Agreement and shall continue as the Articles of Organization of CardWorks as the surviving company. Any operating agreement of CardWorks in effect immediately prior to the Effective Date of The Merger shall continue as the operating agreement of Cardworks as the surviving company. The manager, directors and officers of CardWorks, immediately prior to the Effective Date of The Merger shall continue to hold such positions with CardWorks as the surviving company.

ARTICLE IV

The manner of converting the outstanding membership interest of each of Dataline and CardWorks shall be as follows:

- a. All membership interests of Dataline shall, without any action on the part of Dataline, be canceled, retired, and shall cease to exist;
- b. All membership interests of CardWorks issued and outstanding at and as of the Effective Date of The Merger will remain issued and outstanding;
- c. As soon as practical after the Effective Date of The Merger, Dataline's Owner shall surrender its membership interests and such certificate(s) evidencing the same in Dataline to the manager of CardWorks for cancellation.

ARTICLE V

CardWorks, as the surviving company, agrees that it may be served with process in the State of Delaware and/or in the State of Florida in any proceeding for enforcement of any obligation of Dataline and/or CardWorks, as well as for enforcement of any obligation of the surviving company arising from this merger, including any suit or other proceeding to enforce the rights of any members as determined in appraisal proceedings pursuant to the applicable laws of the State of Delaware and/or in the State of Florida, and irrevocably appoints **CORPORATION SERVICE COMPANY**, having a Florida address of **1201 HAYS STREET, TALLAHASSEE, FLORIDA 32301**, and a Delaware address of **251 LITTLE FALLS DRIVE, WILMINGTON, DELAWARE 19808**, as its agent to accept service of process in any such suit or proceeding.

ARTICLE VI

This Agreement may be amended or rescinded for any reason at any time prior to the filing of:
(i) the Articles of Merger with the Secretary of State of Florida; or (ii) the Certificate of Merger of Foreign Limited Liability Company into Delaware Limited Liability Company with the Secretary of State of Delaware.

[Remainder of page intentionally left blank – signature page follows]

IN WITNESS WHEREOF, Dataline and CardWorks, pursuant to the unanimous consent of one hundred percent (100%) of the members of each company have caused this Agreement and Plan of Merger to be executed as of the date and year first written above.

Dataline Systems, LLC
a Florida limited liability company

By: CardWorks Servicing, LLC, a Delaware limited liability company, its sole member and manager

By: CardWorks Inc., a Delaware corporation, its sole member and manager

By: Donald Berman
Name: Don Berman
Title: Executive Chairman

CardWorks Servicing, LLC,
a Delaware limited liability company

By: CardWorks, Inc., a Delaware corporation, its sole member and manager

By: Donald Berman
Name: Don Berman
Title: Executive Chairman

CERTIFICATION

CardWorks Servicing, LLC, being the sole member and manager of Dataline Systems, LLC a Florida limited liability company ("Dataline"), hereby certifies that the Agreement and Plan of Merger to which this certificate is attached was duly executed by one hundred percent (100%) of the members of Dataline as the unanimously approved action of Dataline.

WITNESS the execution hereof on behalf of Dataline Systems, LLC, a Florida limited liability company, as of the ____ day of _____, 2024.

SOLE MEMBER:

CardWorks Servicing, LLC,
a Delaware limited liability company

By: CardWorks, Inc., a Delaware corporation, its
sole member and manager

By: Donald Berman
Name: Don Berman
Title: Executive Chairman

MANAGER:

CardWorks Servicing, LLC,
a Delaware limited liability company

By: CardWorks, Inc., a Delaware corporation, its
sole member and manager

By: Donald Berman
Name: Don Berman
Title: Executive Chairman

CERTIFICATION

CardWorks, Inc., being the sole member and manager of CardWorks Servicing, LLC, a Delaware limited liability company, ("Cardworks"), hereby certifies that the Agreement and Plan of Merger to which this certificate is attached was duly executed by one hundred percent (100%) of the members of Cardworks as the unanimously approved action of Cardworks.

WITNESS the execution hereof on behalf of Cardworks Servicing, LLC, a Delaware limited liability company, as of the ____ day of _____, 2024

SOLE MEMBER:

CardWorks Inc.,
a Delaware corporation

By: Donald Berman
Name: Don Berman
Title: Executive Chairman

MANAGER:

CardWorks Inc.,
a Delaware corporation

By: Donald Berman
Name: Don Berman
Title: Executive Chairman