

m72555

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 4-5-99

100002830131--4  
-04/06/99--01005--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

REF. #: 0162 6248

CORP. NAME: Fiserv Florida Sub, Inc

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> CERT. OF AUTHORITY          | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 4637 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

☒ CERTIFIED COPY

RECEIVED  
99 APR -5 PM 4:29  
DEPARTMENT OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

☐ PLAIN STAMPED COPY

Examiner's Initials

De 4/6

FILED  
99 APR -5 AM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FISERV FLORIDA SUB, INC., a Florida corporation, P99000028071

INTO

**PROGRESSIVE DATA SOLUTIONS, INC.,** a Florida corporation, M72555

File date: April 5, 1999

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER TO  
MERGE FISERV FLORIDA SUB, INC.  
INTO PROGRESSIVE DATA SOLUTIONS, INC.**

**FILED**  
99 APR -5 AM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FISERV FLORIDA SUB, INC. ("Florida"), a Florida corporation, and PROGRESSIVE DATA SOLUTIONS, INC. ("PDS"), a Florida corporation, execute the following Articles of Merger pursuant to section 607.1105 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Florida Business Corporation Act") to effectuate a merger of Florida with and into PDS (the "Merger"):

**ARTICLE I**

The plan of merger of Florida into PDS (the "Plan of Merger") is as follows:

1.1 **Parties to Merger.** The parties to the Merger are PDS and Florida (together, the "Companies"). Florida is a wholly owned subsidiary of Fiserv, Inc. ("Parent"). Certain individuals (collectively, the "PDS Shareholders") own all of PDS' issued and outstanding stock.

1.2 **The Merger.** Subject to the terms and conditions of this Plan of Merger and in accordance with the Florida Business Corporation Act, Florida will be merged with and into PDS as of the effective time of the merger specified in Article II below (the "Effective Time"). As a result of the Merger, PDS will continue as the surviving corporation (the "Surviving Corporation") and the corporate existence of Florida will cease at the Effective Time. Promptly after these Articles of Merger are fully executed, Florida shall deliver these Article of Merger to the Department of State of Florida (the "Department") for filing and pay to the Department all fees required for their filing and to effectuate the Merger.

1.3 **Conversion of Shares.** At the Effective Time, all the shares of common stock of PDS ("PDS Stock") that are issued and outstanding immediately before the Effective Time will be converted into a right to receive cash in the amount of the PDS Value specified in the Agreement and Plan of Merger dated as of March 31, 1999, among Parent, Florida, PDS, and the PDS Shareholders, without any further action by the holders of PDS Stock, except for surrender to PDS of the certificates evidencing those shares. At the Effective Time, each share of common stock of Florida ("Florida Stock") that is issued and outstanding immediately before the Effective Time will be converted into a right to receive one share of PDS Stock, without any further action by the holders of Florida Stock, except for surrender to PDS of the certificates evidencing those shares. As a result of the Merger, the record holder of Florida Stock at the Effective Time (Parent) will become the owner of 100 shares of PDS Stock.

1.4 **Exchange of Certificates.** After the Effective Time, PDS shall issue to Parent, as the sole record holder of Florida Stock at the Effective Time, a certificate evidencing the 100 shares of PDS Stock into which the Florida Stock was converted as a result of the Merger, upon surrender of, and in exchange and substitution for, the certificate evidencing shares of Florida Stock registered in the name of Parent (a "Florida Certificate"), duly endorsed in blank by Parent. A Florida

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Florida Bar No. 350419

Certificate that has not been surrendered to PDS after the Effective Time in the manner specified above will not be transferable on the stock record books of Florida, and will be treated for all corporate purposes, except payment of dividends and other distributions, as evidencing the ownership of the number of whole shares of PDS Stock into which the shares of Florida Stock evidenced by the certificate have been converted as a result of the Merger.

1.5 **Effects of Merger.** The Merger will have the legal effects prescribed by section 607.1106 and section 607.1107 of the Florida Business Corporation Act. For federal income tax purposes, the Merger is intended to qualify as a tax-free reorganization pursuant to section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

1.6 **Bylaws and Articles of Incorporation.** The Bylaws and the attached Amended and Restated Articles of Incorporation of PDS in effect at the Effective Time will be the Bylaws and Articles of Incorporation of the Surviving Corporation.

1.7 **Directors and Officers.** The directors and officers of Florida in office at the Effective Time will continue to be the directors and officers of the Surviving Corporation following the Merger, until their respective successors are duly elected and qualified in accordance with the Florida Business Corporation Act and PDS' Bylaws and Articles of Incorporation or until their earlier death, resignation, or removal from office. These directors and officers' names and addresses are:

Leslie Mumo, President & Director  
1300 North Semoran Boulevard  
Suite 200  
Orlando, Florida 32807

Ken Jensen, Senior Executive Vice  
President & Director  
1300 North Semoran Boulevard  
Suite 200  
Orlando, Florida 32807

## **ARTICLE II**

### **EFFECTIVE DATE OF MERGER**

The Merger will become effective (the "Effective Time") when these Articles of Merger are filed by the Department of State of Florida.

## **ARTICLE III**

### **SHAREHOLDER APPROVAL OF MERGER AND PLAN OF MERGER**

The Agreement and Plan of Merger was adopted by Parent, as sole shareholder of Florida, on April 2, 1999, and by the PDS Shareholders, as the shareholders of PDS, at a meeting of its Board of Directors and Shareholders on April 2, 1999. Parent and the PDS Shareholders have waived the statutory requirement that a copy of the Plan of Merger be mailed to them.

**Executed:** April 2, 1999, in Orlando, Florida and April 1, 1999 in Brookfield, Wisconsin.

**FISERV FLORIDA SUB, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

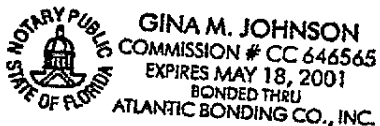
**PROGRESSIVE DATA SOLUTIONS, INC.**

By: *Thomas L. Bittenbender*  
Thomas L. Bittenbender, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Merger were acknowledged before me on April 2, 1999, by Thomas L. Bittenbender, as President of Progressive Data Solutions, Inc., on behalf of the corporation.



*Gina M. Johnson*  
Notary Public  
My Commission Expires: 05/18/2001

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

The foregoing Articles of Merger were acknowledged before me on April \_\_, 1999, by \_\_\_\_\_, as \_\_\_\_\_ of Fiserv Florida Sub, Inc., on behalf of the corporation.

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

FISERV FLORIDA SUB, INC.

By:   
Name: Leslie M. Muma  
Title: President

INC. PROGRESSIVE DATA SOLUTIONS,

By: Thomas L. Bittenbender,  
President

STATE OF FLORIDA

COUNTY OF \_\_\_\_\_

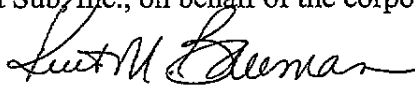
The foregoing Articles of Merger were acknowledged before me on April \_\_, 1999, by Thomas L. Bittenbender, as President of Progressive Data Solutions, Inc., on behalf of the corporation.

Notary Public  
My Commission Expires:

STATE OF WISCONSIN

COUNTY OF WAUKESHA

The foregoing Articles of Merger were acknowledged before me on April 1, 1999, by Leslie M. Muma, as President of Fiserv Florida Sub, Inc., on behalf of the corporation.

  
Notary Public  
My Commission Is Permanent

**AMENDMENT AND RESTATEMENT OF THE  
ARTICLES OF INCORPORATION OF  
PROGRESSIVE DATA SOLUTIONS, INC.**

WHEREAS, the Articles of Incorporation of PROGRESSIVE DATA SOLUTIONS, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 14th day of March, 1988, effective as of the 11th day of March, 1988; and

WHEREAS, it is the intention of all of the directors and all of the stockholders of the Corporation that the Articles of Incorporation be amended and restated in their entirety in accordance with the proposed amendment and restatement hereinafter set forth; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was approved by unanimous consent of all the directors and all the stockholders of the Corporation pursuant to the provisions of Section 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment and Restatement of the Articles of Incorporation dated as of the 2nd day of April, 1999; and

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendment and restatement hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of PROGRESSIVE DATA SOLUTIONS, INC. are hereby amended in their entirety and restated in their entirety as follows:

**FIRST:** The corporate name for the corporation (hereinafter called the "Corporation") is Progressive Data Solutions, Inc.

**SECOND:** The street address of the principal office of the Corporation is 255 Fiserv Drive, Brookfield, Wisconsin 53045.

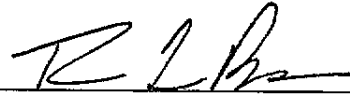
The mailing address of the Corporation is Post Office Box 979, Brookfield, Wisconsin 53008-0979

Prepared By: David S. Felman, Esq.  
Hills, Ward & Henderson, P.A.  
101 E. Kennedy Boulevard, Ste. 3700  
Tampa, Florida 33602  
(813) 221-3900  
Florida Bar No. 350419

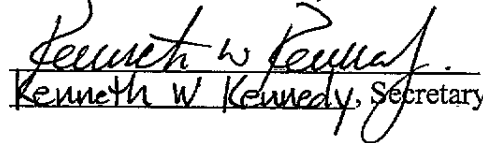
- THIRD:** The number of shares that the Corporation is authorized to issue is One Hundred (100), all of which are of a par value of \$.01 and are of the same class and are common shares.
- FOURTH:** The street address of the registered office of the corporation in the state of Florida is 1300 North Semoran Boulevard, Suite #200, Orlando, Florida 32807.
- The name of the initial registered agent of the Corporation at the said registered office is Thomas L. Bittenbender.
- FIFTH:** The purposes for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.
- SIXTH:** The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, this Amendment and Restatement of the Articles of Incorporation is hereby executed on behalf of the Corporation by its President and Secretary this 2nd day of April, 1999.

PROGRESSIVE DATA SOLUTIONS, INC.



Thomas L. Bittenbender, President



Kenneth W. Kennedy, Secretary