

Division of Corporations

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P0000021592

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
NAVIANT, INC.

Merger
8-15
15

Division of Corporations

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Certificate of Status	0
Certified Copy	1
Page Count	14
Estimated Charge	\$78.75

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ARMAGH ACQUISITION CORPORATION, a Florida corporation, document
number P02000085973

INTO

NAVIANT, INC., a Florida entity, P00000021592

File date: August 15, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 15, 2002

NAVIANT, INC.
999 YAMATO ROAD
3RD FLOOR
BOCA RATON, FL 33431

SUBJECT: NAVIANT, INC.
REF: P00000021592

RESUBMIT

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

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

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Karen Gibson
Corporate Specialist

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AUG-15-2002 09:07AM FROM-

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02 AUG 15 PM 4:01
T-652 P.002/009 F-451
H02000181489
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
MERGING
ARMAGH ACQUISITION CORPORATION
(a Florida corporation)
WITH AND INTO
NAVIANT, INC.
(a Florida corporation)**

The following articles of merger ("Articles of Merger") are submitted in accordance with the Florida Business Corporation Act ("FBCA"), pursuant to Section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation shall be Naviant, Inc., a Florida corporation ("Company").

SECOND: The name and jurisdiction of the merging corporation is Armagh Acquisition Corporation, a Florida corporation ("Armagh").

THIRD: The Plan of Merger (the "Plan of Merger") providing for the merger of Armagh with and into Company (the "Merger") with Company being the surviving corporation is set forth herein as **Exhibit A**.

FOURTH: The Merger shall become effective at such time as Company and Armagh file the Articles of Merger, including the Plan of Merger in accordance with Section 607.1105 of the FBCA with the Department of State of the State of Florida.

FIFTH: The Plan of Merger was duly adopted by the Board of Directors and shareholders of Naviant on August 15, 2002.

SIXTH: The Plan of Merger was duly adopted by the Board of Directors and sole shareholder of Armagh on August 15, 2002.

FILE No. 502 08/15 '02 14:47 ID: CSC TALLAHASSEE

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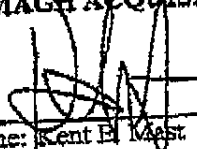
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KS

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their respective duly authorized officers as of August 15, 2002.

ARMAGH:

ARMAGH ACQUISITION CORPORATION

By: 
Name: Kent B. Mast
Title: President

COMPANY:

NAVILANT, INC.

By: _____
Name: Michael Brauser
Title: President

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T-882 P.004/009 F-451

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their respective duly authorized officers as of August 15, 2002.

ARMAGH:

ARMAGE ACQUISITION CORPORATION

By: _____

Name: Kent E. Mast

Title: President

COMPANY:

NAVIANT, INC.

By: _____

Name: Michael Brauser

Title: President

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EXHIBIT A
PLAN OF MERGER
OF
ARMAGH ACQUISITION CORPORATION
(a Florida corporation),
AND
NAVIAANT, INC.
(a Florida corporation)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation shall be Naviant, Inc., a Florida corporation ("Company").

SECOND: The name and jurisdiction of the merging corporation is Armagh Acquisition Corporation, a Florida corporation ("Armagh").

THIRD: The Merger shall become effective (the "Effective Time") when Company and Armagh file the Articles of Merger, including this Plan of Merger in accordance with Section 607.1105 of the FBCA with the Department of State of the State of Florida.

FOURTH: At the Effective Time, upon and subject to the terms and conditions of the Agreement and Plan of Merger, dated as of August 15, 2002 by and among Company, Armagh, Equifax Inc. and Softbank Capital Partners LP, as Shareholders' Representative (the "Agreement and Plan of Merger") and in accordance with Section 607.1101 of the FBCA, Armagh shall be merged with and into Company, the separate corporate existence of Armagh shall cease, and Company shall continue as the surviving corporation. Company as the surviving corporation after the Merger is sometimes referred to in this Plan of Merger as the "Surviving Corporation". At the Effective Time, the effect of the Merger shall be as provided in Section 607.1106 of the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all rights, privileges, immunities, franchises and powers of the Company and Armagh shall vest in Surviving Corporation, and all duties, liabilities, debts and obligations of Company and Armagh shall become the duties, liabilities, debts and obligations of the Surviving Corporation.

FIFTH: The manner and basis of converting the shares of Company and Armagh are as follows:

(a) Common Shares of Company. As of the Effective Time, each share of Company's Common Stock, \$0.01 par value per share (a "Common Share") that is issued and outstanding at the Effective Time (but before cancellation thereof by operation of the Merger) except for Dissenting Shares (as defined below) will, by virtue of the Merger and without any action on the part of any holder thereof, automatically be canceled and extinguished and converted into the right to receive: (i) an amount in cash equal to the Per Share Net Participation Amount, without interest; (ii) a conditional amount of cash per share equal to the Per Share

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Escrow Amount; and (iii) a conditional amount of cash per share equal to the Per Share Contingent Payment.

(b) Series A Shares of Company. As of the Effective Time, each share of Company's Series A Preferred Stock, \$0.01 par value per share (a "Series A Share") that is issued and outstanding at the Effective Time (but before cancellation thereof by operation of the Merger) except for Dissenting Shares will, by virtue of the Merger and without any action on the part of any holder thereof, automatically be canceled and extinguished and converted into the right to receive: (i) an amount in cash equal to the Per Share Net Participation Amount, without interest; (ii) a conditional amount of cash per share equal to the Per Share Escrow Amount; and (iii) a conditional amount of cash per share equal to the Per Share Contingent Payment.

(c) Series B Shares of Company. As of the Effective Time, each share of Company's Series B Preferred Stock, \$0.01 par value per share (a "Series B Share") that is issued and outstanding at the Effective Time (but before cancellation thereof by operation of the Merger) except for Dissenting Shares will, by virtue of the Merger and without any action on the part of any holder thereof, automatically be canceled and extinguished and converted into the right to receive: (i) an amount in cash equal to the Series B Preference, without interest; (ii) an amount in cash equal to the Per Share Net Participation Amount, without interest; (iii) a conditional amount in cash equal to the Per Share Escrow Amount; and (iv) a conditional amount of cash per share equal to the Per Share Contingent Payment.

(d) Treasury Shares of Company. Each Company Share held in Company's treasury immediately prior to the Effective Time and each Company Share owned beneficially by Equifax Inc. or Armagh, will, by virtue of the Merger and without any action on the part of any holder thereof, automatically be canceled and retired without payment therefore, and all rights in respect thereto shall cease to exist.

(e) Conversion of Armagh Shares. Each share of common stock, \$0.01 par value per share, of Armagh issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on the part of any holder thereof, automatically be converted into and thereafter evidence one share of common stock, \$0.01 par value per share, of Surviving Corporation.

(f) Dissenting Shares. Company Shares held by holders thereof who are entitled to vote on the Merger and who have not voted such Company Shares in favor of the adoption of the Agreement and Plan of Merger and the Merger and with respect to which dissenters' rights shall have been properly exercised and perfected in accordance with Section 607.1320 of the FBCA (the "Dissenting Shares"), shall not be converted into or represent the right to receive the Merger Consideration which the holders of Outstanding Company Shares are entitled to receive pursuant to the Agreement and Plan of Merger, and holders of such Dissenting Shares shall be entitled to receive only the payment provided for by Section 607.1320 of the FBCA, unless and until such holders fail to perfect or effectively withdraw or otherwise lose their rights to demand payment under the FBCA. If, after the Effective Time, any such holder fails to perfect or effectively withdraws or loses such right, such Dissenting Shares shall thereupon be deemed to have been converted into and have become exchangeable for, as of the Effective Time, as

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described in the Agreement and Plan of Merger, the right to receive the Merger Consideration set forth in such provisions, without any interest thereon.

(g) Defined Terms. For purposes of this Plan of Merger capitalized terms not otherwise defined shall have the meanings ascribed to such terms in the Agreement and Plan of Merger.

SIXTH: The Articles of Incorporation of Armagh as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation immediately following the Effective Time, until thereafter amended in accordance with applicable law and the articles of incorporation of Surviving Corporation, except that the name of the corporation set forth in Article I thereof shall be changed to "Naviant, Inc." and the identity of the incorporator shall be deleted.

SEVENTH: The bylaws of Armagh as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation until thereafter amended in accordance with applicable law, the articles of incorporation of the Surviving Corporation, and such bylaws.

EIGHTH: The directors of Armagh immediately prior to the Effective Time shall be the board of directors of the Surviving Corporation, each of such directors to serve until his or her successor is duly elected and qualified.

NINTH: The officers of Armagh immediately prior to the Effective Time shall be the officers of the Surviving Corporation, in their respective positions as with Armagh, each of such officers to serve until the earlier of their resignation, removal or until their respective successors are duly elected or appointed and qualified in accordance with applicable law.

TENTH:

(a) Termination; Amendment. Notwithstanding the approval of this Plan of Merger by the shareholders of Company and Armagh, this Plan of Merger shall immediately terminate if the Agreement and Plan of Merger is terminated. If this Plan of Merger is terminated, this Plan of Merger shall immediately become void and there shall be no liability on the part of Company or Armagh or their respective officers or directors, except as otherwise provided in the Agreement and Plan of Merger. Furthermore, the Boards of Directors of Armagh and Company are hereby authorized to amend this Plan of Merger in accordance with Section 607.1103(8) of the FCBA prior to the filing of Articles of Merger with the Department of State of the State of Florida.

(b) Execution in Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which will be deemed an original, and all of which will constitute one and the same instrument.

(c) Amendment. This Plan of Merger may be amended by the parties hereto any time before or after approval by the shareholders of Company and Armagh, but, after such approval, no amendments shall be made which by law require the further approval of such shareholders without obtaining such approval. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

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IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their respective duly authorized officers as of August 5, 2002.

ARMAGH:

ARMAGH ACQUISITION CORPORATION

By: 

Name: Kent E. Mast
Title: President

COMPANY:

NAVIANT, INC.

By: _____

Name: Michael Branser
Title: President

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IN WITNESS WHEREOF, the undersigned have caused this Plan of Merge to be executed by their respective duly authorized officers as of August 5, 2002.

ARMAGH:

ARMAGH ACQUISITION CORPORATION

By: _____

Name: Kent E. Mast

Title: President

COMPANY:

NAVIANT, INC

By:  _____

Name: Michael Bratser

Title: President

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EXHIBIT
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NAVIANT, INC.

A Florida Corporation

ARTICLE I

NAME

The name of this Corporation is NAVIANT, INC. (the "Corporation"). The principal place of business and the mailing address of the Corporation is 999 Yamato Road, 3rd Floor, Boca Raton, Florida 33431.

ARTICLE II

NATURE OF BUSINESS

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act ("FBCA") and the laws of the United States, and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the FBCA or any amendment thereto.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which this Corporation's existence shall begin is the date on which these Articles of Incorporation are filed with the Department of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock, \$.01 par value per share (the "Common Stock").

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ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301, and the name of the registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The address of the director of the Corporation is: 1550 Peachtree Street, N.W., Atlanta, Georgia 30309. The name of the director, who resides at that address is Kent E. Mast.

ARTICLE VII

OFFICERS

The officers of the Corporation shall be as follows:

Name	Office
Kent E. Mast	President
Leigh Ann Groome	Secretary
Gregory K. Cinnamon	Assistant Secretary

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The Corporation reserves the rights to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or

any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE X

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article X shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE XI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation:

Gregory K. Cinnamon
Kilpatrick Stockton LLP
1100 Peachtree Street
Suite 2800
Atlanta, Georgia 30309-4530