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MERGER OR SHARE EXCHANGE

ALLIANCE MERCHANT SERVICES, INC.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$70.00

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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Alliance Merchant Services, Inc.	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
VFM Mergersub, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was approved and adopted by written consent of the shareholders of Alliance Merchant Services, Inc. on October 4, 2005, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Sixth: The Plan of Merger was approved and adopted by written consent of the shareholders of VFM Mergersub, Inc. on October 4, 2005, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Dated: October 4, 2005

VFM MERGERSUB, INC.

By: 

Name: Richardson M. Roberts
Title: Chief Executive Officer

ALLIANCE MERCHANT SERVICES, INC.

By: 

Name: Cissy DeLoach
Title: President

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Florida Statutes section 607.1101.

Surviving Corporation

The name and jurisdiction of the surviving corporation is Alliance Merchant Services, Inc., a Florida corporation.

Merging Corporation

The name and jurisdiction of the merging corporation is VFM Mergersub, Inc., a Florida corporation.

Terms and Conditions of the Merger

The terms and conditions of the merger are as follows: An Agreement and Plan of Merger (the "Agreement") was entered into between Verus Card Services, Inc., a Virginia corporation ("Verus"), VFM Mergersub, Inc., a Florida corporation and wholly-owned subsidiary of Verus ("Verus Mergersub"), Alliance Merchant Services, Inc., a Florida corporation ("AMS"), and all of the shareholders of AMS (individually, a "Shareholder" and collectively the "Shareholders"). Pursuant to the Agreement, Verus Mergersub shall be merged with and into AMS, and the separate existence of Verus Mergersub shall cease and AMS shall continue as the surviving corporation as a wholly owned subsidiary of Verus.

Manner of Conversion

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation, or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving corporation or any other corporation, or, in whole or in part, into cash or other property are as follows: Upon filing of the Articles of Merger (the "Effective Time"), the shares of capital stock of AMS that are issued and outstanding immediately before the Effective Time, other than shares held by AMS, shall be converted into and become the right to receive (subject to any legal requirements with respect to withholding for taxes) from Verus cash, which shall be apportioned among the shareholders of AMS in accordance with their ownership as set forth in the Agreement.

The Amended and Restated Articles of Incorporation of the surviving corporation are attached hereto as Exhibit A.

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Exhibit A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALLIANCE MERCHANT SERVICES, INC.

Article I: The name of the Corporation shall be Alliance Merchant Services, Inc.

Article II: The principal place of business and mailing address of the Corporation shall be 300 South Orange Avenue, Suite 1120, Orlando, Florida 32801.

Article III: The purpose or purposes for which the corporation is organized is to engage in any lawful business for which a corporation may be organized pursuant the Act.

Article IV: The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100, all of which are without par value and classified as Common shares.

Article V: The name and street address of the initial registered agent for the Corporation is NRAI Services, Inc., 2731 Executive Park Drive, Suite 4, Weston, Florida 33331.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Act, is set forth following the signature of the incorporator and is made a part hereof.

Article VI: No holder of any of the shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the Corporation may issue or sell, whether or not such shares are exchangeable for any shares of the Corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the Corporation acquired by it after the issue thereof, nor shall any holder of any of the shares of the Corporation, as such holder, have any right to purchase or subscribe for any obligations which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the Corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the Corporation any shares of any class or classes.

Article VII: The period of duration of the Corporation is perpetual.

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Article VIII: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Act, as the same may be supplemented and amended.

Article IX: The Corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

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Dated: October 4, 2005

VERM MERGERSUB, INC.

By: 

Name: Richardson M. Roberts
Title: Chief Executive Officer

ALLIANCE MERCHANT SERVICES, INC

By: 

Name: Caspy DeLoach
Title: President

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI SERVICES, INC.

By: Eileen Chaddock
Eileen Chaddock, Special Asst. Secretary

Date: October 4, 2005

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