

PO10000061090

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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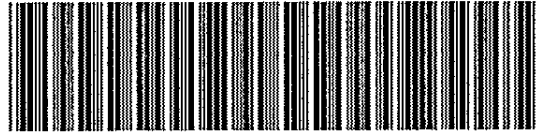
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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merger

2006 DEC 15 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AR
12/20/06

December 14, 2006

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

Re: Articles of Merger of Alliance Merchant Services, Inc. (ID P01000061090)

Dear Sir/Madam:

Please find enclosed for filing the Articles of Merger for the above-named entity. Please note that we are seeking an **Effective Date of January 1, 2007**. I have included check # 319197 in the amount of \$78.75 which covers the filing fees and certified copy fee. Once filed, please send a certified copy of the filed documents to my attention at the address listed below. Thank you for your assistance in this matter. Please feel free to contact me directly at 949-450-3886 should you have any questions or concerns.

Very truly yours,



Mike Pham

cc: Tim Kelsch

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Verus Card Services, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Mike Pham
(Contact Person)

Sage Software, Inc.
(Firm/Company)

56 Technology Drive
(Address)

Irvine, CA 92618
(City/State and Zip Code)

For further information concerning this matter, please call:

Mike Pham At (949) 450-3886
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE
11/1/07

ARTICLES OF MERGER

FILED

2006 DEC 15 AM 11:49

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Verus Card Services, Inc.	Virginia

SECOND: The name and jurisdiction of the merging corporation is:

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

THIRD: The Plan of Merger is attached.

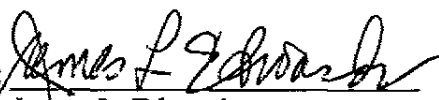
FOURTH: The merger shall become effective on January 1, 2007.

FIFTH: The Plan of Merger was approved and adopted by written consent of the shareholders of Verus Card Services, Inc. on December 13, 2006, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

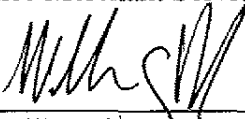
SIXTH: The Plan of Merger was approved and adopted by written consent of the shareholders of Alliance Merchant Services, Inc. on December 13, 2006, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

SEVENTH: Signature of each Corporation:

Verus Card Services, Inc.

By: 
James L. Edwards
Chief Financial Officer

Alliance Merchant Services, Inc.

By: 
William G. Wade
Secretary

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Verus Card Services, Inc.	Virginia

SECOND: The name and jurisdiction of the subsidiary corporation is:

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

THIRD: The terms and conditions of the merger are as follows:

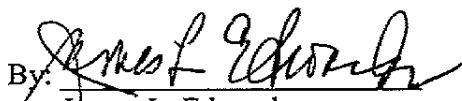
The effective date of the Merger shall be January 1, 2007 (the "**Effective Date**"). On the Effective Date, the subsidiary corporation shall be merged with and into the parent corporation (the "**Merger**") pursuant to section 607.1104 of the Florida Business Corporation Act and the separate existence of the subsidiary corporation shall thereupon cease. The parent corporation shall continue its corporate existence in the Commonwealth of Virginia as the surviving corporation after the Effective Date.

FOURTH: 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 or any other corporation or, in whole or in part, into cash or property are as follows:

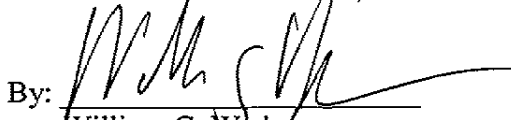
Upon the Effective Date of the Merger, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of the subsidiary corporation outstanding immediately prior thereto shall automatically be cancelled, and no shares of the surviving corporation shall be issued in exchange therefore. The outstanding shares of the parent corporation shall remain outstanding and shall not be affected by the Merger

Dated: December 13TH, 2006

Verus Card Services, Inc.

By: 
James L. Edwards
Chief Financial Officer

Alliance Merchant Services, Inc.

By: 
William G. Wade
Secretary