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(Requestor's Name)

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☐ PICK-UP

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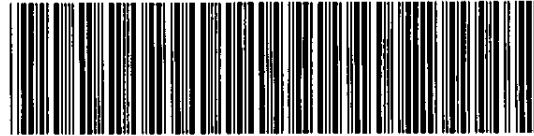
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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FILED  
2016 JUN -2 AM 8:36  
STATE OF ALABAMA  
FALLS BLVD

RECEIVED  
16 JUN -2 PM 4:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
& AGENCIES  
SUFFICIENCY OF FILING

*Merger*

JUN 03 2016  
I ALBRITTON

\* file 1st  
do not separate  
please \*

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 161345 4305581  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$90,000

ORDER DATE : June 1, 2016  
ORDER TIME : 3:26 PM  
ORDER NO. : 161345-010  
CUSTOMER NO: 4305581

ARTICLES OF MERGER

CSI ACQUISITION SUB TWO, LLC

INTO

COLLECTORSOLUTIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS:

*[Handwritten initials: 10]*

**Articles of Merger  
For  
Florida Profit Corporation  
With  
Delaware Limited Liability Company**

FILED  
2016 JUN -2 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with Section 607.1109 of the Florida Business Corporation Act.

**FIRST:** The name, entity type, and jurisdiction of incorporation or organization for each merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CollectorSolutions, Inc.	Florida	Corporation
CSI Acquisition Sub Two, LLC	Delaware	Limited Liability Company

**SECOND:** The surviving entity will be CollectorSolutions, Inc., a Florida corporation (the “Surviving Entity”).

**THIRD:** The Plan of Merger attached hereto as Exhibit A (“Plan of Merger”) was approved by the Surviving Entity in accordance with the applicable provisions of Chapter 607 of the Florida Business Corporation Act.

**FOURTH:** The Plan of Merger was approved by CSI Acquisition Sub Two, LLC, a Delaware limited liability company, in accordance with the Delaware Limited Liability Company Act.

**FIFTH:** The merger shall become effective at 4:00 p.m. eastern standard time on June 2, 2016.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the below entities have caused these Articles of Merger to be signed by an authorized officer as of June 2, 2016.

CollectorSolutions, Inc.

By: 

Name: Gene M. Valentino

Title: Chief Executive Officer

CSI Acquisition Sub Two, LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_


Title: \_\_\_\_\_

IN WITNESS WHEREOF, each of the below entities have caused these Articles of Merger to be signed by an authorized officer as of: June 2, 2016.

**CollectorSolutions, Inc.**

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

**CSI Acquisition Sub Two, LLC**

By:  \_\_\_\_\_  
Name: Peter B. Davidson  
Title: Vice Chairman and Corporate  
Secretary of JetPay Corporation, the sole  
member of CSI Acquisition Sub One, LLC,  
the sole member of CSI Acquisition Sub  
Two, LLC

## **EXHIBIT A**

### **PLAN OF MERGER**

**FIRST:** The name, entity type, and jurisdiction of incorporation or organization for each merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CollectorSolutions, Inc.	Florida	Corporation
CSI Acquisition Sub Two, LLC	Delaware	Limited Liability Company

**SECOND:** The surviving entity will be CollectorSolutions, Inc., a Florida corporation (the "**Surviving Entity**").

**THIRD:** The terms and conditions of the merger are as follows: (i) the Articles of Incorporation, as amended, of the Surviving Entity and the Bylaws of the Surviving Entity in effect immediately prior to the effective time of the merger shall remain as the Articles of Incorporation and the Bylaws of the Surviving Entity immediately following the effective time of the merger, (ii) the officers of the Surviving Entity immediately prior to the effective time of the merger shall remain as the officers of the Surviving Entity immediately following the effective time of the merger, and (iii) the board of managers, or other similar governing body, of CSI Acquisition Sub Two, LLC, a Delaware limited liability company (the "**Non-Surviving Entity**"), immediately prior to the effective time of the merger shall become the board of directors of the Surviving Entity immediately following the effective time of the merger.

**FOURTH:** The manner and basis of converting the membership interests of the Non-Surviving Entity into shares of the Surviving Entity is as follows: each membership interest of the Non-Surviving Entity immediately prior to the effective time of the merger shall be converted into one (1) fully paid and non-assessable share of Common Stock of the Surviving Entity, and such share will thereafter constitute the only outstanding share of capital stock of the Surviving Entity

**FIFTH:** The manner and basis of converting the rights to acquire the membership interests of the Non-Surviving Entity into the rights to acquire shares of the Surviving Entity or, in whole or in part, into cash or other property: none.

**SIXTH:** The Plan of Merger is on file at the following office of the Surviving Entity: 1175 Lancaster Avenue, Suite 200, Berwyn, PA 19312. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member of the Non-Surviving Entity.

**SEVENTH:** The Surviving Entity agrees that it may be served with process in the State of Delaware in any action, suit, or proceeding for the enforcement of any obligation of the Non-Surviving Entity, irrevocably appointing the Secretary of State of Delaware as its agent to accept service of process in any such action, suit, or proceeding, and the address to which a copy of

such process shall be mailed to by the Secretary of State of Delaware is: 1175 Lancaster Avenue., Suite 200, Berwyn, PA 19312.