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MERGER OR SHARE EXCHANGE

NFO RESEARCH, INC.

Certificate of Status	0
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✓ Merger

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**CERTIFICATE AND ARTICLES OF MERGER
MERGING
PAYMENT SYSTEMS, INC.
AND
MARKETMIND, INC.
INTO
NFO RESEARCH, INC.**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law and Section 607.1109 of the Florida Business Corporation Act, the undersigned corporations executed the following Certificate and Articles of Merger:

FIRST: The name of the surviving corporation is NFO Research, Inc., a Delaware corporation, and the name of the corporations being merged into this surviving corporation are Payment Systems, Inc., a Florida corporation, and Marketmind, Inc., a Delaware corporation.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the board of directors and the shareholders of each of the constituent corporations on September 29, 2005 pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware and Section 607.1109 of the Florida Business Corporation Act.

THIRD: The name of the surviving corporation is NFO Research, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the Payment Systems, Inc. is: Common Stock, \$0.01 par value.

SIXTH: The merger is to become effective at 11:59 pm on September 30, 2005.

SEVENTH: The Agreement and Plan of Merger is attached. A copy of the Agreement and Plan of Merger is on file at 410 Horsham Road, Horsham, Pennsylvania 19044, an office of the surviving corporation. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

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IN WITNESS WHEREOF, each constituent corporation has caused this certificate and articles of merger to be signed by an authorized officer, the 29th day of September, A.D., 2005.

NFO RESEARCH, INC.

By: 
Name: Richard Piechowski
Title: Assistant Treasurer

PAYMENT SYSTEMS, INC.

By: 
Name: Richard Piechowski
Title: Treasurer

MARKETMIND, INC.

By: 
Name: Richard Piechowski
Title: Treasurer

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "*Agreement*") dated as of September 21, 2005 between NFO Research, Inc., a Delaware corporation ("*Company*"), Payment Systems, Inc., a Florida Corporation ("*Payment Systems*"), and Marketmind, Inc., a Delaware corporation ("*Marketmind*")

WITNESSETH:

WHEREAS, *Company* is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, *Payment Systems* is a corporation duly organized and existing under the laws of the State of Florida and is a wholly owned subsidiary of *Company*; and

WHEREAS, *Marketmind* is a corporation duly organized and existing under the laws of the State of Delaware and is a sister corporation of *Company*; and

WHEREAS, the sole stockholder and the Board of Directors of each of the parties hereto (i) deem it advisable for the general welfare and advantage of the respective companies and their owners for each of *Payment Systems* and *Marketmind* to merge into *Company* pursuant to the applicable provisions of the laws of the States of Delaware and Florida and pursuant to this Agreement and (ii) have adopted resolutions approving the consummation of the merger transactions pursuant to the terms and conditions set forth in this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual promises, representations, covenants and actions herein provided, the parties hereto, each intending to be legally bound hereby, agree as follows:

ARTICLE I

GENERAL

Section 1.1. The *Company*, *Payment Systems* and *Marketmind* shall effect a merger subject to the terms and conditions of this Agreement.

Section 1.2. At the Effective Time, as defined in Section 1.5 hereof:

(a) *Payment Systems* shall be merged with and into the *Company* with the effect specified by each of §259 of the Delaware General Corporation Law, as amended (the "*DGCL*"), and § 607.11101 of the Florida Business Corporation Act, as amended ("*FBCA*") (herein referred to as the "*Payment Systems Merger*") and the separate existence of *Payment Systems* shall cease.

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Sep-29-05 00:00pm From: TMS INTERSEARCH

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(b) Marketmind shall be merged with and into the Company with the effect specified by each of §259 of the DGCL (herein referred to as the "*Marketmind Merger*") and the separate existence of Marketmind shall cease.

(c) Company shall be the surviving entity in each of the *Payment Systems Merger* and *Marketmind Merger*, and Company shall continue to be governed by the laws of the State of Delaware (Company is sometimes referred to in this Agreement as the "*Surviving Entity*").

Section 1.3. At the Effective Time, the Certificate of Incorporation and Bylaws of the Company as in effect immediately prior to the Effective Time, shall, in accordance with the DGCL and the FBCA, as applicable, be the governing documents of the Surviving Entity.

Section 1.4. At the Effective Time, the officers and directors of the Company immediately prior to the Effective Time shall be the officers and directors of the Surviving Entity and such officers and directors shall hold office from the Effective Time until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of the Surviving Entity, as the same may be lawfully amended, or as otherwise provided by the DGCL.

Section 1.5. Subject to the terms and conditions herein provided:

1.5.1. As to the *Payment Systems Merger*, a Certificate and Articles of Merger shall be executed to comply with the applicable requirements of §252 of the DGCL and §607.1109 of the FBCA on the date first set forth above (the "*Closing Date*"). On the Closing Date or as soon thereafter as practicable, such Certificate and Articles of Merger shall be filed with the Delaware and Florida Secretaries of State pursuant to the applicable provisions of the DGCL and the FBCA; and

1.5.2. As to the *Marketmind Merger*, a Certificate of Merger shall be executed to comply with the applicable requirements of §252 of the DGCL on the Closing Date. On the Closing Date or as soon thereafter as practicable, such Certificate of Merger shall be filed with the Delaware Secretary of State pursuant to the applicable provisions of the DGCL; and

1.5.3. Each of the *Payment Systems Merger* and the *Marketmind Merger* shall become effective at 11:59 p.m. on September 30, 2005 (the "*Effective Time*"); and

ARTICLE II

CAPITAL OF THE SURVIVING ENTITY

Section 2.1. At the Effective Time, all equity in each of *Payment Systems* and *Marketmind* owned by their respective stockholders, and all rights in respect thereof, shall, by virtue of the mergers and without any action on the part of the stockholders, be canceled. At the Effective Time, all equity in the Company owned by the Company's sole stockholder, and all rights in respect thereof, shall, remain outstanding.

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Section 2.2. At the Effective Time, the Surviving Entity shall have all of the rights, privileges, immunities and powers and be subject to all of the duties and liabilities granted or imposed by the DGCL and FBCA, as applicable. The Surviving Entity shall also at the Effective Time and thereafter possess all of the rights, privileges, immunities, powers and franchises, of a public as well as of a private nature, of each of Payment Systems and Marketmind; and all property, real, personal and mixed, and all debts due on whatever account and all other causes of action and all and every other interest of, or belonging to or due to, of each of Payment Systems or Marketmind so merged, shall be deemed to be transferred to and vesting in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in any party hereto shall not revert or in any way be impaired by reason of the mergers. The Surviving Entity shall, at the Effective Time and thereafter, be responsible and liable for all of the liabilities and obligations of each of Payment Systems or Marketmind so merged; any claim existing or action or proceeding pending by or against of each of Payment Systems or Marketmind may be prosecuted to judgment as if such mergers had not taken place; and the Surviving Entity may be substituted in the place of each of Payment Systems or Marketmind. Neither the rights of the creditors nor any liens upon the property of the any of the parties shall be impaired by such mergers, but such liens shall be limited to the property upon which there were liens immediately prior to the Effective Time. The Surviving Entity shall carry on the businesses of each of Payment Systems and Marketmind with their respective assets, as well as with the assets of the Surviving Entity.

ARTICLE III

MISCELLANEOUS

Section 3.1. This Agreement may be terminated or amended prior to the Effective Time in the manner and upon the conditions set forth in the Agreement.

Section 3.2. This Agreement may be executed in one or more counterparts, including by facsimile signature, all of which taken together shall constitute one instrument.

Section 3.3. The construction and interpretation of this Agreement and the rights of the parties shall be governed by the internal laws of the State of Delaware.

[Signature page follows]

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Sep-29-05 03:00pm From:TNS INTERSEARCH

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IN WITNESS WHEREOF, each party hereto has caused this Agreement and Plan of Merger of Payment Systems, Inc. and Marketmind, Inc. into NFO Research, Inc. to be executed on its behalf by its duly authorized representative, all as of the date first above written.

NFO RESEARCH, INC.

By: Richard Piechowski
Richard Piechowski
Assistant Treasurer

PAYMENTS SYSTEMS, INC.

By: Richard Piechowski
Richard Piechowski
Treasurer

MARKETMIND, INC.

By: Richard Piechowski
Richard Piechowski
Treasurer

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