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**MERGER OR SHARE EXCHANGE**

**EDGEWARE, INC.**

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8/31/99

DC

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

OPEN SYSTEMS SOLUTIONS, INC., a Florida corporation, P93000071345

INTO

EDGEWARE, INC. which changed its name to

**ACI WORLDWIDE (FLORIDA) INC.**, a Florida entity, P93000043287.

File date: August 30, 1999

Corporate Specialist: Darlene Connell

FISHER SAULS

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AUG 30 1999



TRANSACTION SYSTEMS ARCHITECTS  
224 SOUTH 108 AVENUE  
OMAHA, NEBRASKA 68154  
WWW.TSAINC.COM  
402-334-5101  
FAX 402-390-8077

August 25, 1999

Mr. Robert Kapusta, Jr.  
Fisher & Sauls P.A.  
100 2<sup>nd</sup> Avenue South  
Suite 701  
St. Petersburg, FL 33731

Dear Mr. Kapusta:

We understand that Edgeware, Inc. will change its name to ACI Worldwide (Florida) Inc.

ACI Worldwide Inc., gives it's consent to the use of "ACI Worldwide (Florida) Inc." by Edgeware, Inc.

If you have any questions, please feel free to give me a call.

Sincerely,

A handwritten signature in black ink, appearing to read "David P. Stokes". The signature is fluid and cursive, with a large, sweeping "D" and "S".

David P. Stokes  
Vice President Legal

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ARTICLES OF MERGER

MERGER OF  
OPEN SYSTEMS SOLUTIONS, INC.  
INTO  
EDGEWARE, INC.

The undersigned corporations, in accordance with §607.1105 of the Florida Business Corporation Act, hereby adopt the following Articles of Merger:

ARTICLE I: PARTIES

The parties to these Articles of Merger (herein the "Articles of Merger") are Open Systems Solutions, Inc., a Florida corporation (herein "OSSI"), and Edgware, Inc., a Florida corporation (herein "Edgware") (OSSI and Edgware together herein the "Merging Corporations").

ARTICLE II: SURVIVING CORPORATION

The corporation to survive the merger is Edgware which shall continue under the new name of ACI Worldwide (Florida) Inc.

ARTICLE III: ARTICLES OF INCORPORATION

The Articles of Incorporation of Edgware shall not be changed by virtue of the merger, except as follows:

1. Amendment. Article 1 of Edgware's Articles of Incorporation is hereby amended (the "Amendment") in its entirety so as to read, after Amendment, as follows:

"ARTICLE 1: NAME

The name of this Corporation is ACI Worldwide (Florida) Inc."

ARTICLE IV: TERMS AND CONDITIONS

A. The plan of merger (herein the "Plan of Merger") submitted to the members of the board of directors (herein the "Board of Directors") and sole shareholder (herein the "Shareholder") of the Merging Corporations is attached hereto as Exhibit "A".

B. These Articles of Incorporation and the Plan of Merger were unanimously adopted by the Shareholders of:

- (1) OSSI on August 17, 1999; and
- (2) Edgware on August 17, 1999.

ARTICLE IV: ADOPTION

These Articles of Merger and the Plan of Merger were unanimously adopted by the Board of Directors of:

- (1) OSSI on August 17, 1999; and
- (2) Edgware on August 17, 1999.

Prepared by:  
Robert Kapusta, Jr., Esq.  
FBN: 441536  
Fisher & Sauls, P.A.  
P.O. Box 387  
St. Petersburg, FL 33731  
(727) 822-2033

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ARTICLE V: STATEMENT AS TO SHARES

The manner in which the issued shares of OSSSI and Edgeware will be exchanged, classified or cancelled is as follows:

A. Each share of common stock of OSSSI outstanding prior to these Articles of Merger becoming effective shall be canceled upon the filing of these Articles of Merger.

B. Each share of common stock of Edgeware outstanding prior to these Articles of Merger becoming effective shall continue to represent one share of common stock of Edgeware, the Surviving Corporation.

ARTICLE VI: EFFECTIVE DATE

The effective date of the merger herein contemplated is the date of filing of these Articles of Merger.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 18<sup>th</sup> day of August, 1999.

OPEN SYSTEMS SOLUTIONS, INC. a Florida corporation

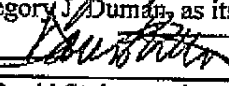
By:   
Gregory J. Duman, as its President

Attest:   
David Stokes, as its Secretary

(Corporate Seal)

EDGEWARE, INC., a Florida corporation

By:   
Gregory J. Duman, as its President

Attest:   
David Stokes, as its Secretary

(Corporate Seal)

STATE OF NEBRASKA

COUNTY OF DOUGLAS

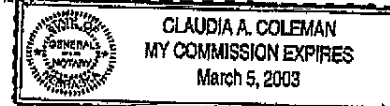
The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of August, 1999, by Gregory J. Duman, as President, and David P. Stokes, as Secretary of Open System Solutions, Inc., a Florida corporation, on behalf of the Corporation.

☒ Personally known  
☐ Nebraska Driver's License  
☐ Other Identification  
☐ Produced

Claudia A. Coleman  
Signature  
Notary Public-State of Nebraska

Claudia A. Coleman  
Print or type name of Notary

(SEAL)



STATE OF NEBRASKA

COUNTY OF DOUGLAS

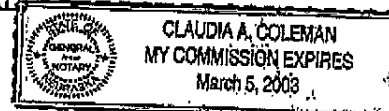
The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of August, 1999, by Gregory J. Duman, as President, and David P. Stokes, as Secretary of Edgeware, Inc., a Florida corporation, on behalf of the Corporation.

☒ Personally known  
☐ Nebraska Driver's License  
☐ Other Identification  
☐ Produced

Claudia A. Coleman  
Signature  
Notary Public-State of Nebraska

Claudia A. Coleman  
Print or type name of Notary

(SEAL)



Exhibits: "A" - Plan of Merger

PLAN OF MERGER  
OF  
OPEN SYSTEMS SOLUTIONS, INC.  
INTO  
EDGEWARE, INC.

The following plan of merger ("Plan of Merger") is hereby established in accordance with Florida Business Corporation Act.

1. Name of Corporations. The names of the corporations which are parties to this Plan of Merger are Open Systems Solutions, Inc. a Florida corporation (herein "OSSI"), which shall merge into, Edgware, Inc., a Florida corporation (herein "Edgware" or the "Surviving Corporation"). The corporation to survive the merger is Edgware which shall continue under the name ACI Worldwide (Florida) Inc.

2. Terms and Conditions of Merger.

(A) Directors. David P. Stokes and Gregory J. Duman, directors of Edgware shall continue to hold office as the directors of the Surviving Corporation until the first annual meeting of the shareholders of the Surviving Corporation and until their respective successor(s) are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.

(B) Board of Directors' Meeting. The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the effective date of the merger.

(C) Continuation of Officers. Upon the effective date of merger, all persons who are executive or administrative officers of Edgware, a Florida corporation, shall resign and the officers set forth in paragraph 2(D) shall be the officers of the Surviving Corporation subject to the Bylaws of the Surviving Corporation. The Board of Directors or the president of the Surviving Corporation may elect or appoint such additional officers as they may deem necessary, subject to the Bylaws of the Surviving Corporation.

(D) Names of Officers. The officers and directors of the Surviving Corporation who will continue to serve, are as follows:

President: Gregory J. Duman

Treasurer: Gregory J. Duman

Secretary David P. Stokes

(E) Effective Date of Merger.

(1) This Plan of Merger shall be submitted to the respective directors and shareholders of the constituent corporations as may be required by applicable law and the governing corporate documents of the constituent corporations and shall be adopted upon receipt of such vote as

is required by applicable law and governing corporate documents.

(2) This Plan of Merger shall be deemed effective at such time as may be permitted by law and instructed by the Board of Directors of the constituent corporations.

(F) Effect of Merger.

(1) Surviving Corporation. The Surviving Corporation, shall, without other transfer, secede to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of OSSI and all property, both real and personal, and all debts and liabilities due such corporations on whatever account, as well as all other causes of action and items or rights belonging to such corporations which shall be vested in the Surviving Corporation.

(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of OSSI shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts liabilities and duties of such corporations shall attach to the Surviving Corporation and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Corporation, or by its successors or assigns, OSSI shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in the Surviving Corporation, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

(G) Expenses of Merger. Edgeware, as the Surviving Corporation, shall pay all expenses associated with this Plan of Merger.

3. Manner and Basis of Converting Shares. The manner in which the issued shares of OSSI and Edgeware will be exchanged, classified or cancelled is as follows:

(A) Each share of OSSI common stock outstanding prior to the effective date of this Plan of Merger shall be canceled upon the effective date of the merger.

(B) Each share of common stock of Edgeware outstanding prior to this Plan of Merger becoming effective shall continue to be outstanding.

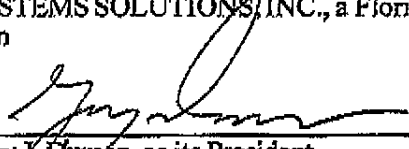
4. Statement as to Articles of Incorporation. The Articles of Incorporation of Edgeware shall be revised to change the name of Edgeware to ACI Worldwide (Florida) Inc.

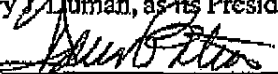
5. Articles of Merger. OSSI and Edgeware shall cause their respective corporate officers to execute and file with the appropriate government bodies, Articles of Merger reflecting this Plan of Merger.



The following acknowledge that the above is a true and correct copy of the Plan of Merger adopted by the board of directors of OSSI, a Florida corporation, on August 17, 1999 and by the board of directors and shareholders of Edgeware, a Florida corporation on August 17, 1999.


OPEN SYSTEMS SOLUTIONS, INC., a Florida corporation

By:   
Gregory J. Luman, as its President

Attest:   
David P. Stokes, as its Secretary

(Corporate Seal)

EDGEWARE, INC., a Florida corporation

By:   
Gregory J. Luman, as its President

Attest:   
David P. Stokes, as its Secretary

(Corporate Seal)