



ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

DIGITAL DATA SERVICES, INC., a Florida corporation P94000008544

,

INTO

**COMMLINK CORP.**, a Texas corporation not qualified in Florida

File date: June 29, 1999, effective June 30, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE  
6/30/99

ARTICLES OF MERGER  
MERGING  
DIGITAL DATA SERVICES, INC.  
INTO  
COMMLINK CORP.

FILED  
99 JUN 29 PM 4: 45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
STATE OF FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act of 1989, the undersigned Digital Data Services, Inc., a Florida corporation, and CommLink Corp., a Texas corporation, adopt the following articles of merger for the purpose of effecting a merger in accordance with the provisions of Section 607.1107 of the Florida Business Corporation Act of 1989.

FIRST: A Plan and Agreement of Merger adopted in accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act of 1989 providing for the merger of CommLink Corp. and Digital Data Services, Inc. and resulting in CommLink Corp. being the surviving corporation is set forth as Exhibit A.

SECOND: The name of each of the undersigned corporations, the type of such corporation and the laws under which such corporation was organized:

Name of Corporation	Type of Entity	State
Digital Data Services, Inc.	For Profit Corporation	Florida
CommLink Corp.	For Profit Corporation	Texas

THIRD: The merger will become effective upon the later of (i) June 30, 1999; or (ii) the issuance of the Certificate of Merger by the Secretary of State.

FOURTH: Shareholder approval of the Plan and Agreement of Merger was not required, as provided in Section 607.1104 of the Florida Business Corporation Act of 1989.

FIFTH: The Plan and Agreement of Merger was approved by the board of directors of Digital Data Systems, Inc., CommLink Corp. and Jack Henry & Associates, Inc., the sole shareholder of Digital Data Services, Inc. and CommLink Corp. on the 23rd day of June, 1999.

Dated: June \_\_, 1999

**DIGITAL DATA  
SERVICES, INC.**

By Michael E. Henry  
Michael E. Henry, Vice President

**COMMLINK CORP.**

By Michael E. Henry  
Michael E. Henry, Vice President

## PLAN AND AGREEMENT OF MERGER

**THIS PLAN AND AGREEMENT OF MERGER** is dated this 23rd day of June, 1999, by and among Digital Data Services, Inc., a Florida corporation, CommLink Corp., a Texas corporation, and Jack Henry & Associates, Inc., a Delaware corporation.

**WHEREAS**, CommLink Corp. a corporation organized under the laws of the State of Texas by its Articles of Incorporation which were filed in the office of the Secretary of State of Texas on February 24, 1992, has an authorized capital stock consisting of one thousand (1,000) shares of the par value of One Dollar (\$1.00) each, all of one class, amounting in the aggregate to One Thousand Dollars (\$1,000.00) of which stock one thousand (1,000) shares are now issued and outstanding and such shares shall remain issued and outstanding:

**WHEREAS**, Digital Data Services, Inc., by its Articles of Incorporation which were filed in the office of the Secretary of State of Florida on February 3, 1994, has an authorized capital stock consisting of one thousand (1,000) shares of common stock with par value of One Dollar (\$1.00) per share, of which one thousand (1,000) shares of such common stock are now issued and outstanding, and one thousand (1,000) shares of preferred stock with par value of One Thousand Dollars (\$1,000.00) per share, of which eight hundred (800) shares of such preferred stock are now issued and outstanding; and

**WHEREAS**, Jack Henry & Associates, Inc. owns 100% of the outstanding capital stock of CommLink Corp. and Digital Data Services, Inc., and the board of directors of each of the parties have adopted resolutions declaring advisable the proposed merger of Digital Data Services, Inc. with and into CommLink Corp. upon the terms and conditions hereafter set forth in this agreement.

**NOW, THEREFORE**, the parties hereto, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the merger and mode of carrying the same into effect as follows:

**FIRST:** CommLink Corp. hereby merges into itself Digital Data Services, Inc. and Digital Data Services, Inc. shall be and hereby is merged into CommLink Corp., which shall be the surviving corporation and remain a wholly-owned subsidiary of Jack Henry & Associates, Inc.

**SECOND:** The Articles of Incorporation of CommLink Corp., as in effect on the date of the merger provided for in this agreement and attached hereto as Exhibit A, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

**THIRD:** The manner of converting the outstanding shares of the capital stock of the merged corporation shall be as follows. On the effective date of the merger, Jack Henry & Associates, Inc. will own 100% of the issued and outstanding shares of capital stock of the merged corporation and the surviving corporation. Each share of the merged corporation which is issued and outstanding immediately prior to the effective date, or which is held in the treasury of the merged corporation, shall be canceled and retired and no payment shall be made with respect thereto. Shares of the capital stock of the surviving corporation shall not be affected by the merger.

**FOURTH:** The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon the later of (i) June 30, 1999; or (ii) the issuance of the Certificate of Merger by the Secretary of State of Texas.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and

directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

**FIFTH:** Shareholders of Digital Data Services, Inc. who dissent from the merger may be entitled, if they comply with the provisions of the Florida Business Corporation Act of 1989 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

**SIXTH:** Jack Henry & Associates, Inc., as the sole shareholder of Digital Data Services, Inc., hereby waives its rights as such under the Florida Business Corporation Act of 1989 to receive a mailed copy or summary of this Plan and Agreement of Merger.

**[END OF PAGE]**

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolution adopted by their respective boards of directors have caused these presents to be executed by the President and attested by the Secretary of each party hereto.

COMMLINK CORP.

By Michael E. Henry  
Name: Michael E. Henry  
Title: Vice-President

DIGITAL DATA SERVICES, INC.

By Michael E. Henry  
Name: Michael E. Henry  
Title: Vice-President

JACK HENRY & ASSOCIATES, INC.

By Michael E. Henry  
Name: Michael E. Henry  
Title: Chairman