

P94 000053736

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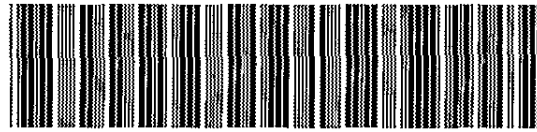
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DIVISION OF CORPORATIONS

2003 MAR -6 PM 2:30

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LEGISLATIVE SECRETARY
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Merger

03/11/03

ARTICLES OF MERGER
Merger Sheet

MERGING:

PAYFORMANCE CORPORATION, a Florida corporation, P94000053736

INTO

PAYFORMANCE CORPORATION. a Delaware entity not qualified in Florida

File date: March 6, 2003

Corporate Specialist: Darlene Connell

CT CORPORATION

March 6, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5801235 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Payformance Corporation (FL)
Merger (Discontinuing Company)
Florida

Please return a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER OF
PAYFORMANCE CORPORATION,
a Florida corporation

WITH AND INTO

PAYFORMANCE CORPORATION,
a Delaware corporation
and a wholly-owned subsidiary of
Performance Corporation, a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 MAR - 6 PM 2:36

The undersigned corporations, pursuant to Section 607.1104 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge (the "Merger") and the names of the states under the laws of which such corporations are organized are as follows:

Payformance Corporation, a Florida corporation ("Payformance-FL")
Payformance Corporation, a Delaware corporation ("Payformance-DE")

The surviving corporation shall be Payformance-DE.

SECOND: A copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

THIRD: The effective date of the Merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

FOURTH: The Plan of Merger was adopted by the Board of Directors and shareholders of Payformance-FL on February 21, 2003, and the Board of Directors of Payformance-DE on February 21, 2003.

Executed this 21st day of February, 2003.

PAYFORMANCE CORPORATION, a
Delaware corporation

Name:
Its:

Dwayne L. McAfee
Dwayne L. McAfee
President & CEO

PAYFORMANCE CORPORATION, a
Florida corporation

Name:
Its:

Dwayne L. McAfee
Dwayne L. McAfee
President & CEO

EXHIBIT A

**PLAN OF MERGER
OF
PAYFORMANCE CORPORATION
(a Florida corporation)
INTO
PAYFORMANCE CORPORATION
(a Delaware corporation)**

This PLAN OF MERGER dated _____, 2003 is made by and between Payformance Corporation, a Delaware corporation ("Payformance-DE"), and Payformance Corporation, a Florida corporation ("Payformance-FL").

WHEREAS, Payformance-FL owns 100% of the issued and outstanding shares of common stock of Payformance-DE; and

WHEREAS, the Boards of Directors of Payformance-FL and Payformance-DE deem it advisable and in the best interest of the corporations and their respective shareholders to merge Payformance-FL with and into Payformance-DE, with Payformance-DE designated as the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Payformance-DE and Payformance-FL shall be merged with and into a single corporation, with Payformance-DE being the surviving corporation from and after the effective time of the merger, and thereupon the separate existence of Payformance-FL shall cease.
2. The Certificate of Incorporation of Payformance-DE shall continue to be the Certificate of Incorporation of the surviving corporation until amended as therein provided.
3. The Bylaws of Payformance-DE shall continue to be the bylaws of the surviving corporation until changed, altered or amended as therein provided.
4. The following individuals shall serve as directors of Payformance-DE from and after the effective time of the merger until their respective successors are elected and qualified or their earlier resignation or removal:

William D. Meadow

Dwayne L. McAfee

Phillip A. Clough

Donald B. Hebb, Jr.

5. From and after the effective time of the merger, (i) each issued and outstanding share of Common Stock, Series B-1 Convertible Preferred Stock, Series B-2 Convertible Preferred Stock and Series C Convertible Preferred Stock of Payformance-FL immediately prior to the effective time of the merger shall automatically, and without any action on the part of the holders thereof, be converted into one share of Common Stock, Series B-1 Convertible Preferred Stock, Series B-2 Convertible Preferred Stock and Series C Convertible Preferred Stock, respectively, of Payformance-DE, and (ii) each outstanding option to purchase Common Stock, Series B-1 Convertible Preferred Stock, Series B-2 Convertible Preferred Stock or Series C Convertible Preferred Stock of Payformance-FL will be assumed by Payformance-DE and will be exercisable in accordance with its existing terms for the same number of shares of Common Stock, Series B-1 Convertible Preferred Stock, Series B-2 Convertible Preferred Stock and Series C Convertible Preferred Stock of Payformance-DE, respectively, as the number of shares of Payformance-FL subject to the option. Upon surrender of stock certificates evidencing shares of Payformance-FL the holders thereof shall be entitled to receive stock certificates representing the same number of shares of Common Stock, Series B-1 Convertible Preferred Stock, Series B-2 Convertible Preferred Stock and Series C Convertible Preferred Stock, respectively, of Payformance-DE as are represented by the surrendered stock certificates.

6. From and after the effective time of the merger, each issued and outstanding share of common stock of Payformance-DE immediately prior to the effective time of the merger shall be cancelled.

7. The shareholders of Payformance-FL who dissent from the merger, pursuant to Section 607.1320 of the Florida Business Corporation Act, are entitled to be paid the fair value of their shares if they comply with the provisions of Chapter 607 of the Florida Business Corporation Act regarding the rights of dissenting shareholders.

8. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida upon a majority vote of the Board of Directors of either Payformance-FL or Payformance-DE.

9. Pursuant to the Florida Business Corporation Act, this Plan of Merger has been approved by resolutions duly adopted by the Boards of Directors of Payformance-FL and Payformance-DE and the shareholders of Payformance-FL.

Signature Page Follows on Next Page

IN WITNESS WHEREOF, the undersigned has set his hand, this ____ day of _____, 2003

PAYFORMANCE CORPORATION,
a Delaware corporation

By: _____
Name:
Title:

PAYFORMANCE CORPORATION,
a Florida corporation

By: _____
Name:
Title: