

P95000007231

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

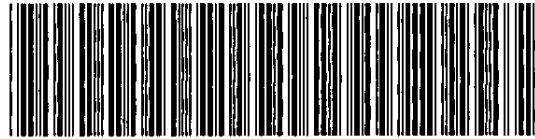
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
15 MAR 2014
10:07 AM
SUFFOLK COUNTY

2014 MAR -4 PM 1:33

Merger

3/5/14

DC

RECEIVED
15 MAR 2014
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SUFFOLK COUNTY

14 MAR -4 PM 4:58

FILED

CT Corporation System

515 E Park Avenue, Tallahassee, FL, 32301 850-222-1092

Wildcard Systems, Inc. P95000007231

<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Foreign		
	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> LLC	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	
	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Walk In		<input type="checkbox"/> After 4:30
<input type="checkbox"/> Mail Out	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
Name		
Availability	3/4/2014	Order#:
Document		9067464
Examiner	KM	Ref#:
Updater		
Verifier		
W.P. Verifier		Amount: \$

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Updater		
Verifier		
W.P. Verifier		Amount: \$

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>WildCard Systems, Inc.</u>	<u>Florida</u>	<u>P95000007231</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>WCS Administrative Services, Inc.</u>	<u>Florida</u>	<u>P03000117658</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ / _____ / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 26, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on February 26, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
14 MAR - 4 PM 4:58
SECRETARY OF STATE
FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

WildCard Systems, Inc.

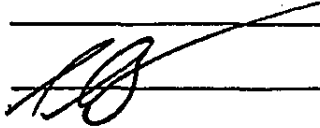


Michael P. Oates; Corporate Executive

Vice President, General Counsel and

Corporate Secretary

WCS Administrative



Michael P. Oates; Corporate Executive

Services, Inc.

Vice President, General Counsel and

Corporate Secretary

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction

Florida

The name and jurisdiction of each subsidiary corporation:

Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shares of the non-surviving merger entity shall be cancelled.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: