

Document Number Only

P95000

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C T Corporation System
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301
 City State Zip Phone
 CORPORATION(S) NAME

800002788688-8
-02/26/99--01070--023
*****140.00 *****140.00

800002788688-8
-02/26/99--01090--019
*****17.50 *****17.50

NationsBank Carolinas Merchant Services, Inc.
 NationsBank Florida Merchant Services, Inc.
 Barnett Merchant Services Corporation
 merging into: BBI Merchant Processing Company, LLC

99 FEB 26 PM 4: 08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Annual Report
- Reservation
- Photo Copies
- Other ucc-1 / ucc-3
- Change of R.A.
- Fictitious Name
- CUS
- Call When Ready
- Walk In
- Mail Out
- Call if Problem
- Will Wait
- After 4:30
- Pick Up

Name
 Availability *QR 2-26* 2/26
 Document Examiner *[Signature]*
 Updater *[Signature]*
 Verifier *[Signature]*
 Acknowledgment *[Signature]*
 W.P. Verifier *[Signature]*

TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATIONS
 99 FEB 26 PM 11:20

PLEASE RETURN EXTRA COPY(S)
 FILE STAMPED
 THANKS
 Connie

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. NationsBank Carolinas Merchant Services, Inc. Bank of America Corporate Center 100 N. Tryon Street Charlotte, NC 28255	Delaware	Corporation

Florida Document/Registration No.: _____ FEI No.: 56-1916753

2. NationsBank Florida Merchant Services, Inc. Bank of America Corporate Center 100 N. Tryon Street Charlotte, NC 28255	Delaware	Corporation
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Florida Document/Registration No.: _____ FEI No.: 56-1916749

3. Barnett Merchant Services Corporation 9000 Southside Boulevard, Building 400 Jacksonville, FL 32256	Florida	Corporation
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Florida Document/Registration No.: P95000083436 FEI No.: 59-3354409

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. BBI Merchant Processing Company, LLC 1 Boatmen's Plaza, 800 Market Street St. Louis, MO 63191	Missouri	LLC

Florida Document/Registration No.: _____ FEI No.: 43-1731277

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

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FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of **February 28, 1999**.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: The Articles of Merger may be executed in separate counterparts, each of which shall be deemed an original but which when taken together, shall constitute one and the same instrument.

TWELFTH: SIGNATURE(S) FOR EACH PARTY:
(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
NationsBank Carolinas Merchant Services, Inc.	_____	<u>Janet G. Locke, Vice President</u>
NationsBank Florida Merchant Services, Inc.	_____	<u>Janet G. Locke, Vice President</u>
Barnett Merchant Services Corporation	_____	<u>John Finefrock, President</u>
BBI Merchant Processing Company, LLC	_____	<u>John Finefrock, Manager</u>

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FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

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SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

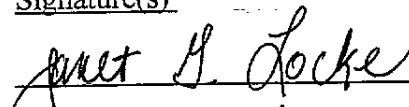
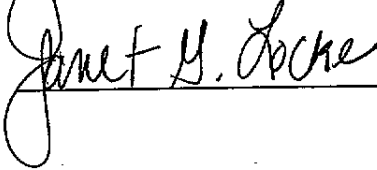
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<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
NationsBank Carolinas Merchant Services, Inc.		Janet G. Locke, Vice President
NationsBank Florida Merchant Services, Inc.		Janet G. Locke, Vice President
Barnett Merchant Services Corporation	_____	John Finefrock, President
BBI Merchant Processing Company, LLC	_____	John Finefrock, Manager

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REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

- All Corporations: Signature of Chairman, Vice Chairman, President or any officer.
- All General Partnerships: Signatures of two partners.
- All Domestic Limited Partnerships: Signatures of all general partners.
- All Non-Florida Limited Partnerships: Signature of one general partner.
- All Limited Liability Companies: Signature of a member.
- All Other Business Entities: In accordance with the laws of their jurisdiction.

Mailing address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILING FEES:

- For each Limited Partnership: \$52.50
- For each Limited Liability Company: \$52.50
- For each Corporation: \$35.00
- For each General Partnership \$25.00
- All Others: No Charge

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AGREEMENT AND PLAN OF MERGER

MERGING

**BARNETT MERCHANT SERVICES CORPORATION
NATIONSBANK FLORIDA MERCHANT SERVICES, INC.
And
NATIONSBANK CAROLINAS MERCHANT SERVICES, INC.**

INTO

BBI MERCHANT PROCESSING COMPANY, LLC

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Pursuant to this Agreement and Plan of Merger the name of each party to be merged is:

Barnett Merchant Services Corporation, a Florida corporation
NationsBank Florida Merchant Services, Inc., a Delaware corporation and
NationsBank Carolinas Merchant Services, Inc., a Delaware corporation.

The name of the Surviving Entity is:

BBI Merchant Processing Company, LLC,
a Missouri limited liability company.

The Merger shall be in accordance with the following terms and conditions:

FIRST: Upon the Merger becoming effective, Barnett Merchant Services Corporation, NationsBank Florida Merchant Services, Inc., and NationsBank Carolinas Merchant Services, Inc. shall be merged with and into BBI Merchant Processing Company, LLC, which shall be the Surviving Entity.

SECOND: The Articles of Organization of BBI Merchant Processing Company, LLC in effect at the time of the Merger shall continue in full force and effect as the Articles of Organization of the Surviving Entity.

THIRD: The Agreement and Plan of Merger has been approved by the Directors, Shareholders and Members of each party to the merger, in accordance with R.S. Mo. § 347.20, 8 Del. C. § 257 (1998), and Chapter 607, Florida Statutes.

FOURTH: Additional terms and conditions of the Merger are as follows:

(a) The Operating Agreement of BBI Merchant Processing Company, LLC as it shall exist at the time of the Merger shall be and remain the Operating Agreement of the Surviving Entity until the same shall be altered, amended or repealed as therein provided.

(b) The members of BBI Merchant Processing Company, LLC shall continue in office upon and after the time of the Merger.

(c) The Merger shall become effective on February 28, 1999, or at such other date and time as the Manager of the Surviving Entity shall deem appropriate.

FIFTH: The manner of converting the outstanding shares of the capital stock of the constituent corporations is as follows:

(a) Each membership interest in BBI Merchant Processing Company, LLC issued and outstanding at the time of the Merger shall remain issued and outstanding.

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(b) Each share of capital stock of NationsBank Carolinas Merchant Processing, Inc. issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

(c) Each share of capital stock of NationsBank Carolinas Florida Processing, Inc. issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

(d) Each share of capital stock of Barnett Merchant Services Corporation issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

SIXTH: The constituents of said Merger intend the merger to qualify under the Internal Revenue Code ("IRC") Section 368(a)(1)(A).

SEVENTH: A copy of the Agreement and Plan of Merger may be reviewed at the offices of the Surviving Entity:

BBI Merchant Processing Company, LLC
C/o James W. Kiser, Corporate Secretary
Bank of America Corporate Center
100 N. Tryon Street
Charlotte, NC 28255

And, upon request, a copy of such Agreement and Plan of Merger will be provided, at no cost, to any partner, shareholder, or member, or their equivalent, of any party to the Merger.

EIGHTH: The Manager of the Surviving Entity will be:

John Finefrock
Royster Building
2 Commercial Pl.
Norfolk, VA 23510-2104

NINTH: The Principal Office of the Surviving Entity shall be:

BBI Merchant Processing Company, LLC
C/o James W. Kiser, Corporate Secretary
Bank of America Corporate Center
100 N. Tryon Street
Charlotte, NC 28255

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TENTH: The Registered Agent in Missouri of the Surviving Entity shall be:

CT Corporation System
120 S. Central Avenue
Clayton, MO 63105

ELEVENTH: This Plan of Merger may be terminated and abandoned by action of the Manager of BBI Merchant Processing Company, LLC at any time prior to the effective date of the Plan of Merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Board of Directors of each corporation party to the merger at any time prior to the effective date of the certificate of merger.

TWELFTH: This Plan of Merger may be executed in separate counterparts, each of which shall be deemed an original but which when taken together, shall constitute one and the same instrument.

BBI Merchant Processing Company, LLC

By: _____
John Finefrock, Manager

Barnett Merchant Services Corporation

By: _____
John Finefrock, President

NationsBank Florida Merchant Services, Inc.

By: Janet G. Locke
Janet G. Locke, Vice President

NationsBank Carolinas Merchant Services, Inc.

By: Janet G. Locke
Janet G. Locke, Vice President

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TENTH: The Registered Agent in Missouri of the Surviving Entity shall be:

CT Corporation System
120 S. Central Avenue
Clayton, MO 63105

ELEVENTH: This Plan of Merger may be terminated and abandoned by action of the Manager of BBI Merchant Processing Company, LLC at any time prior to the effective date of the Plan of Merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Board of Directors of each corporation party to the merger at any time prior to the effective date of the certificate of merger.

TWELFTH: This Plan of Merger may be executed in separate counterparts, each of which shall be deemed an original but which when taken together, shall constitute one and the same instrument.

BBI Merchant Processing Company, LLC

By: 
John Finefrock, Manager

Barnett Merchant Services Corporation

By: 
John Finefrock, President

NationsBank Florida Merchant Services, Inc.

By: _____
Janet G. Locke, Vice President

NationsBank Carolinas Merchant Services, Inc.

By: _____
Janet G. Locke, Vice President

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ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONSBANK CAROLINAS MERCHANT SERVICES, INC.,

NATIONSBANK FLORIDA MERCHANT SERVICES, INC.

BARNETT MERCHANT SERVICES CORPORATION

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INTO

BBI MERCHANT PROCESSING COMPANY, LLC, a Missouri entity not
qualified in Florida.

File date:

Corporate Specialist: Tammi Cline