

P97-000023847

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December 27, 2000

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

VIA FEDERAL EXPRESS

400003517414--9  
-12/29/00--01071--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Merger of Catalog Marketing Services, Inc. into Acxiom Corporation

Gentlemen:

I have enclosed the original and 1 copy of the Articles of Merger of Catalog Marketing Services, Inc. into Acxiom Corporation. I have also enclosed our firm check #3132 in the amount of \$70.00 in payment of the filing fee for these companies.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me at the address and phone number on this letterhead.

Sincerely,

  
Samuel R. Baxter

SRB:ds

Enclosures

Cc: Ms. Tammy Cantrell

*Effective 12/31/00*  
*Date*  
*00 DEC 29 AM 10:35*  
*FILED*  
*SECRETARY OF STATE*  
*TALLAHASSEE, FLORIDA*  
*Merge*

T. LEWIS JAN 8 2001

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CATALOG MARKETING SERVICES, INC., a Florida corporation,  
P97000023847.

INTO

**ACXIOM CORPORATION**, a Delaware corporation not qualified in Florida.

File date: December 29, 2000, effective December 31, 2000

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER  
OF  
CATALOG MARKETING SERVICES, INC.  
INTO  
ACXIOM CORPORATION**

FILED  
00 DEC 29 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, F.S. of the Florida Business Corporation Act (the "Florida Act"), and Section 253 of the General Corporation Law of the State of Delaware (the "Delaware Act"), the undersigned corporations adopt the following Certificate and Articles of Merger for the purpose of merging Catalog Marketing Services, Inc., a Florida corporation ("Merged Corporation"), into Acxiom Corporation, a Delaware corporation ("Surviving Corporation"):

1. The name of the Surviving Corporation is Acxiom Corporation, and it is to be governed by the laws of the State of Delaware.
2. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Catalog Marketing Services, Inc.	Florida
Acxiom Corporation	Delaware

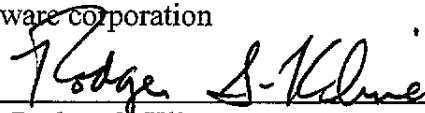
3. The laws of the States of Florida and Delaware permit this Merger.
4. The Plan of Merger attached is hereto as Exhibit "A" and incorporated herein by reference (the "Plan").
5. The merger shall be effective at 11:59 p.m. on December 31, 2000.
6. The Secretary of Surviving Corporation hereby certifies that the Plan was unanimously adopted in a resolution of the Executive Committee of the Board of Directors of Surviving Corporation on December 22, 2000. The Plan was not required to be approved by the shareholders of the Surviving Corporation.
7. The Secretary of Merged Corporation hereby certifies that the Plan was unanimously adopted in a resolution of the Board of Directors and the sole shareholder of Merged Corporation on December 22, 2000. The Plan was submitted to the Acxiom Corporation, the sole Shareholder of Merged Corporation. 1,000 shares of the common stock, representing all of the issued and outstanding shares of stock in the Merged Corporation, were entitled to vote on the Plan, and all of such shares voted to approve, and no shares voted against, the Plan on December 22, 2000. The number of votes cast for the Plan was sufficient for approval.
8. The Surviving Corporation owns 100% of the outstanding stock of the Merged Corporation.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the Secretary of Surviving Corporation and the Secretary of Merged Corporation.

SURVIVING CORPORATION:

Axiom Corporation,  
a Delaware corporation

By: \_\_\_\_\_



Rodger S. Kline,  
Chief Operating Officer

By: \_\_\_\_\_

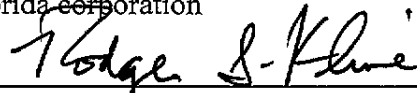


Catherine L. Hughes,  
Secretary

MERGED CORPORATION:

Catalog Marketing Services, Inc.,  
a Florida corporation

By: \_\_\_\_\_



Rodger S. Kline,  
President

By: \_\_\_\_\_



Catherine L. Hughes,  
Secretary

## **"EXHIBIT A"**

### **PLAN OF MERGER**

This Plan of Merger is made and entered into this 22nd day of December, 2000, by and between Acxiom Corporation, a Delaware corporation (hereinafter sometimes called the "Surviving Corporation"), and Catalog Marketing Services, Inc., a Florida corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations".

#### **W I T N E S S E T H:**

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Delaware.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Florida, with all of its outstanding common owned by Surviving Corporation.

WHEREAS, the Executive Committee of the Board of Directors of Surviving Corporation and the Board of Directors and sole Shareholder of Merged Corporation have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Delaware shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the Chief Operating Officer and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation, hereby execute this Plan of Merger for the purposes of complying therewith.

1. Names of the Merging Corporations. The names of the corporations that are parties to the merger are as follows:

- (a) Acxiom Corporation, a Delaware corporation.
- (b) Catalog Marketing Services, Inc., a Florida corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be Acxiom Corporation, a Delaware corporation.

3. Merger Effective Date. The merger shall be effective at 11:59 p.m. on December 31, 2000 (the "Merger Effective Date").

4. Terms and Conditions. Upon the Merger Effective Date:

## **‘EXHIBIT A’**

(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Delaware.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

5. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the Merger Effective Date all shares of Merged Corporation shall be canceled.

6. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the Merger Effective Date shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

7. No Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

8. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the Merger Effective Date shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

9. Further Assurances. At any time or from time to time after the Merger Effective Date, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation, title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger.

**'EXHIBIT A'**

10. Rights of Dissenting Shareholders. Shareholders of the Merged Corporation who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if such shareholders comply with the provisions of the Florida Business Corporation Act regarding rights of dissenting shareholders, to be paid the fair value of their shares.

11. Waiver of Mailing Requirement. By executing this Plan of Merger, the Surviving Corporation, being the owner of 100% of the outstanding shares of the Merged Corporation, hereby waives the requirement of that the Plan of Merger be mailed to its shareholders at least 30 days prior to the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, this Plan of Merger been executed and acknowledged by the Secretary of Surviving Corporation and the Secretary of Merged Corporation.

**SURVIVING CORPORATION:**

Acxiom Corporation,  
a Delaware corporation

By: \_\_\_\_\_  
Rodger S. Kline,  
Chief Operating Officer

By: \_\_\_\_\_  
Catherine L. Hughes,  
Secretary

**MERGED CORPORATION:**

Catalog Marketing Services, Inc.,  
a Florida corporation

By: \_\_\_\_\_  
Rodger S. Kline,  
President

By: \_\_\_\_\_  
Catherine L. Hughes,  
Secretary