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(City/State/Zip/Phone #)

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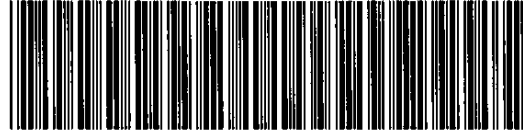
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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merger

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NOV 16 PM 12:50
2006 NOV 16 PM 1:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

DE

11/16/06



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 604469 5152645

AUTHORIZATION :

COST LIMIT : \$ 75

[Handwritten signature]

ORDER DATE : November 16, 2006

ORDER TIME : 11:36 AM

ORDER NO. : 604469-005

CUSTOMER NO: 5152645

ARTICLES OF MERGER

CHARGE.COM, INC.

INTO

CHARGE.COM ACQUISITION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

OF

CHARGE.COM, INC.

A Florida Corporation

AND

CHARGE.COM ACQUISITION, INC.

A Delaware Corporation

FILED

2006 NOV 16 PM 1:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

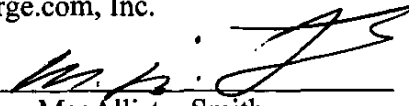
To the Department of State
State of Florida

Pursuant to the provisions of Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

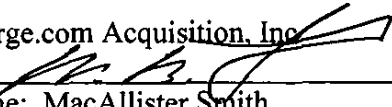
1. Annexed hereto and made a part of hereof is the Plan of Merger for merging Charge.com, Inc., a Florida Corporation, (sometimes referred to herein as the "Florida Corporation") and Charge.com Acquisition, Inc., a Delaware Corporation (sometimes referred to herein as the "Delaware Corporation").
2. The shareholders of the Florida Corporation entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on July 15, 2005 in accordance with the provisions of Section 607.074 of the Florida Business Corporation Act.
3. The merger of the Florida Corporation with and into the Delaware Corporation is permitted by the laws of the jurisdiction of organization Delaware and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the directors of the Delaware Corporation was July 15, 2005.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on the date of filing.

Executed on this 14th day of November.

Charge.com, Inc.

By: 
Name: MacAllister Smith
Its: Chief Executive Officer
& Director

Charge.com Acquisition, Inc.

By: 
Name: MacAllister Smith
Its: Chief Executive Officer
& Director

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Charge.com Acquisition, Inc.	Delaware

Second: The name and jurisdiction of the **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Charge.com, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

Upon filing the Articles of Merger with the Division of Corporations the separate existence of Charge.com, Inc. shall cease and Charge.com, Inc. shall be merged with and into Charge.com Acquisition, Inc. and from and after the effective time of the merger, the merger of Charge.com, Inc. into Charge.com Acquisition, Inc. shall have all the effects of a merger under the laws of the States of Florida and Delaware and other applicable law.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or 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, obligation, or other securities of the surviving or any other corporation or, in whole or in part into cash or other property are as follows: All shares of any class of capital stock of the Company held by the Company as treasury shares shall be canceled. Each issued and outstanding share of capital stock of the merging entity shall be converted into the right to receive from the surviving corporation, the Per Share Merger Consideration. The "Per Share Merger Consideration" means an amount equal to the Merger Consideration divided by the number of Shares. The "Merger Consideration" means \$7,500,000 and an aggregate of 9,398,058 shares of common stock of Pipeline Data Inc., a Delaware corporation and parent of the surviving corporation.

Fifth: The Certificate of Incorporation of CHARGE.COM ACQUISITION, INC. the surviving Delaware corporation, is being amended and changed in the State of Delaware by reason of the merger herein certified by striking out article FIRST thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following article FIRST:

The name of the corporation (hereinafter called the "Corporation") is:

CHARGE.COM, INC.

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.