

S32359

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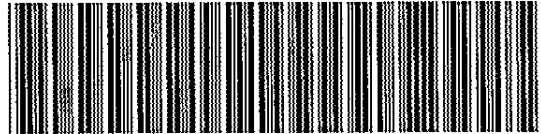
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN DEC 23 2002

Merger

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) State wide Data Services, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF MERGER
Merger Sheet

MERGING:

STATEWIDE DATA SERVICES, INC. a Florida entity, S32359

INTO

CHOICEPOINT DIRECT INC., entity not qualified in Florida.

File date: December 23, 2002, effective December 31, 2002

Corporate Specialist: Teresa Brown

EFFECTIVE DATE

12-31-02

FILED

02 DEC 23 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
STATEWIDE DATA SERVICES, INC.
WITH AND INTO
CHOICEPOINT DIRECT INC.

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporation DOES HEREBY CERTIFY:

FIRST: Statewide Data Services, Inc., a Florida corporation ("Subsidiary") shall be merged with and into ChoicePoint Direct Inc., an Illinois corporation ("Parent") (the "Merger"). The name of the surviving corporation of the merger is ChoicePoint Direct Inc. ("Surviving Corporation"). A complete copy of the Plan of Merger is attached as Exhibit A hereto.

SECOND: The Merger shall be effective as of December 31, 2002.

THIRD: On December 17, 2002, the Plan of Merger was adopted by (a) the Board of Directors of Parent by a written consent in accordance with Section 8.45 of the Illinois Business Corporation Act (the "IBCA") and Parent's Articles of Incorporation; (b) the Board of Directors of Subsidiary by a written consent in accordance with Section 607.0821 of the FBCA and Subsidiary's Articles of Incorporation; and (c) the shareholders of Subsidiary by a written consent in accordance with Section 607.0704 of the FBCA and Subsidiary's Articles of Incorporation.

FOURTH: Because this Merger is pursuant to Section 607.1104 of the FBCA, the shareholders of Parent are not required to approve the Plan of Merger.

FIFTH: The undersigned corporations caused these Articles of Merger to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned corporations have executed this Articles of Merger as of December 17, 2002.

CHOICEPOINT DIRECT INC.

By: J. Michael de Janes
Name: J. Michael de Janes
Title: General Counsel and Secretary

ATTEST:

By: Mary M Young
Name: Mary M. Young
Title: Assistant Secretary

STATEWIDE DATA SERVICES, INC.

By: J. Michael de Janes
Name: J. Michael de Janes
Title: General Counsel and Secretary

ATTEST:

By: Mary M Young
Name: Mary M. Young
Title: Assistant Secretary

Exhibit A

PLAN OF MERGER
OF
STATEWIDE DATA SERVICES, INC.
WITH AND INTO
CHOICEPOINT DIRECT INC.

This Plan of Merger (this "Plan"), dated as of December 17, 2002, is entered into by and between Statewide Data Services, Inc., a Florida corporation ("Subsidiary"), and ChoicePoint Direct Inc., an Illinois corporation ("Parent").

I. MERGER

1.1 Merger. Parent owns one hundred percent (100%) of the outstanding capital stock of Subsidiary. In accordance with this Plan, Section 11.30 of Illinois Business Corporation Act (the "IBCA") and Section 607.1104 and Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), Subsidiary shall be merged with and into Parent (the "Merger") and the separate existence of Subsidiary shall cease and Parent shall be the "Surviving Corporation."

1.2 Name of the Surviving Corporation. The name of the Surviving Corporation shall remain ChoicePoint Direct Inc.

1.3 Effective Time. The Merger shall become effective on December 31, 2002 pursuant to the filed Articles of Merger with the Florida Department of State, in accordance with the FBCA, and the filed Articles of Incorporation with the Illinois Secretary of State, in accordance with the IBCA (the "Effective Time").

1.4 Effect of the Merger. At the Effective Time of the Merger, the separate existence of Subsidiary shall cease and Parent, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time, (ii) shall be subject to all actions previously taken by it and by Subsidiary, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Subsidiary, and (iv) shall succeed to and continue to be subject to all of the valid debts, liabilities and obligations of Subsidiary as constituted immediately prior to the Effective Time, without other transfer, all as more fully provided under the applicable provisions of the FBCA and the IBCA.

1.5 No Dissenting Shareholders. Parent is the sole shareholder of Subsidiary, and Parent has consented in writing to this Plan in accordance with its Articles of Incorporation and Section 607.0704 of the FBCA, and therefore there are no dissenting shareholders with regard to this Plan and the Merger. Accordingly, no provision is made for the rights of dissenting shareholders under Section 607.1104(1)(b)(4) of the FBCA.

1.6 No Mailing Requirement. Because Parent is the sole shareholder of Subsidiary, and Parent has consented in writing to this Plan in accordance with its Articles of Incorporation and

Section 607.0704 of the FBCA, the mailing requirement set forth in Section 607.1104(2) of the FBCA is not required.

II. ARTICLES OF INCORPORATION; BY-LAWS; DIRECTORS AND OFFICERS

2.1 Articles of Incorporation. The Articles of Incorporation of Parent in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation and shall continue from and after the Effective Time as the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided therein or under the IBCA.

2.2 By-Laws. The By-Laws of Parent in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation and shall continue from and after the Effective Time as the By-Laws of the Surviving Corporation until thereafter amended as provided therein, in the Articles of Incorporation of the Surviving Corporation or under the IBCA.

2.3 Board of Directors and Officers. The Board of Directors of the Surviving Corporation shall be the current Board of Directors of Parent, each of such persons to serve as such until his successor is elected and qualified or until his earlier death, resignation or removal. The officers of the Surviving Corporation shall be the current officers of Parent, each of such persons to serve as such until his successor is elected and qualified or until his earlier death, resignation or removal.

III. CONVERSION OF INTEREST

3.1 Cancellation of Common Stock. Each share of Subsidiary's common stock issued and outstanding immediately prior to the Effective Time shall be canceled as of the Effective Time. Subsidiary's transfer books shall be closed and no further transfer of Subsidiary's common stock shall be permitted as of the Effective Time. Each share of Parent's common stock outstanding immediately prior to the Effective Time of the Merger shall continue unchanged as an outstanding share of common stock of the Surviving Corporation.

3.2 Transfer of Assets and Liabilities. At the Effective Time of the Merger, all assets and property then owned by Subsidiary shall immediately by operation of law and without any conveyance, transfer or further action become the property of the Surviving Corporation as of the Effective Time. The Surviving Corporation shall be deemed to be a continuation of Subsidiary, and shall succeed to the rights and obligations of Subsidiary and the duties and valid liabilities connected therewith.

[Signature on following page]

IN WITNESS WHEREOF, Statewide Data Services, Inc. and ChoicePoint Direct Inc., have caused this Plan of Merger to be signed in their respective corporation names and on their behalf as of December 17, 2002.

STATEWIDE DATA SERVICES, INC.

By: J. Michael de Janes
Name: J. Michael de Janes
Title: General Counsel and Secretary

CHOICEPOINT DIRECT INC.

By: J. Michael de Janes
Name: J. Michael de Janes
Title: General Counsel and Secretary