

06-27-2002

FORM PTO-1594
1-31-92



EET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

6/21/02

102137075

BOX ASSIGNMENTS, Commissioner of Patents and Trademarks, Washington, D.C. 20231
Please record and index the attached original documents or copy thereof.

1. Name of conveying party(ies): **FIS, Inc.**
State of Florida_Corporation

2. Name and address of receiving party(ies):
Name: **Fiserv Solutions, Inc.**
Address: 255 Fiserv Drive
City: Brookfield State: WI Zip: 53045
Type of Company: Corporation
Corporation-State: Wisconsin
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance: Merger
Execution Date: **September 30, 1997**

4. A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,993,198
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Dyann L. Kostello
Michael Best & Friedrich LLP
100 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4108

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Enclosed
 Deficiencies in fee charged to deposit account

8. Deposit account number: 13-3080
06/26/2002 DBYRNE 00000130 1993198
01 FC:481 40.00 DP DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Dyann L. Kostello
Name of Person Signing

Signature
June 21, 2002
Date
Total number of pages including cover sheet, attachments, and document: 11

OMB No. 0651-0011 (exp. 4/94)TFORM\TMASSIGN Attorney File 34083/9065

United States Postal Service Express Mail Mailing Label No. EV139484418US

cc: Docketing

TRADEMARK
REEL: 2532 FRAME: 0706

ARTICLES OF MERGER

Pursuant to ss. 607.1105 and 607.1107 of
Business Corporation Act of the State of Florida

Fiserv Solutions, Inc., a Wisconsin corporation ("Fiserv Solutions" or the "Surviving Corporation"), and FIS, Inc., a Florida corporation ("FIS"), each hereby certifies as follows:

1. The name of each corporation planning to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Fiserv Solutions, Inc.	Wisconsin
FIS, Inc.	Florida

2. The laws of the state under which the Wisconsin corporation is organized permit such merger and the Wisconsin corporation is complying with those laws in effecting the merger.

3. The Wisconsin corporation has complied with Section 607.1105 F.S. and is the surviving corporation of the merger. The Florida corporation has complied with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

4. The Plan and Agreement of Merger is attached as Exhibit A to these Articles of Merger.


5. The effective date of the merger shall be the close of business on September 30, 1997 (the "Effective Date").

6. The Agreement and Plan of Merger and the proposed Merger has been approved by the Shareholders of FIS as of September 23, 1997 and the sole shareholder of Fiserv Solutions as of August 27, 1997.

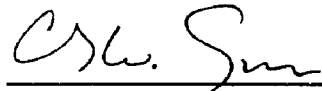
FILED
97 SEP 30 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have hereunto signed these Articles of Merger on September 30, 1997, and caused them to be delivered to the Department of State of the State of Florida for filing in accordance with the provisions of ss. 607.1105 and 607.1107 of the Florida Business Corporation Act.

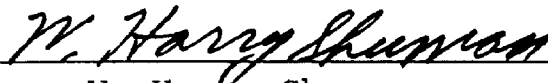
FISERV SOLUTIONS, INC.

By 
Name: Leslie M. Mima
Title: President

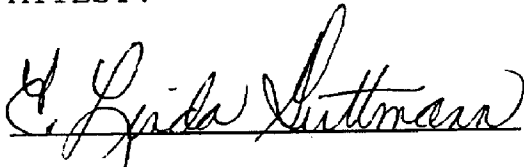
ATTEST:


Charles W. Sprague, Secretary

FIS, INC.

By 
Name: W. Harry Shuman
Title: President

ATTEST:


~~Assistant~~ Secretary

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and entered into the 30th day of September, 1997 by and between FISERV SOLUTIONS, INC., a Wisconsin corporation ("Fiserv Solutions"), and FIS, Inc., a Florida corporation ("FIS").

RECITALS

WHEREAS, Fiserv Solutions is a corporation duly organized and existing under the laws of the State of Wisconsin, with authorized capital stock of 1,000 shares of common stock, \$.01 par value per share, and 100 shares of common stock issued and outstanding; and

WHEREAS, FIS is a corporation duly organized and existing under the laws of the State of Florida, with authorized capital stock of 50,000 shares of common stock, \$100.00 par value per share, and 4,485 shares of common stock issued and outstanding; and

WHEREAS, the Board of Directors of Fiserv Solutions has determined that it is advisable and generally to the advantage and welfare of Fiserv Solutions and its shareholders, and the Board of Directors of FIS has determined that it is advisable and generally to the advantage and welfare of FIS and its shareholders, that FIS be merged with and into Fiserv Solutions on the terms and conditions hereinafter set forth; and

WHEREAS, the Boards of Directors of Fiserv Solutions and FIS, by resolutions duly adopted, have recommended to the Shareholders and approved and adopted this Agreement; and

WHEREAS, the shareholders of Fiserv Solutions and FIS have duly approved this Agreement;

NOW, THEREFORE, Fiserv Solutions and FIS, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of the State of Wisconsin and the State of Florida hereby agree as follows:

AGREEMENT

1. Merger. At the Effective Date (as hereinafter defined), FIS shall be merged (the "Merger") with and into Fiserv Solutions (hereinafter sometimes the "Surviving Corporation"; with FIS, the "Constituent Corporations") on the terms and conditions hereinafter set forth as permitted by and in accordance with the Wisconsin Business Corporation Law and the Florida Business Corporation Act. Upon and after the Effective Date: (a) FIS shall merge with and into the Surviving Corporation; (b) the separate existence of FIS shall cease; (c) the shares of FIS shall be converted as provided in this Agreement; (d) the former holders of such shares are entitled only to the rights provided in this Agreement or to the rights provided under Florida Business Corporation Act (Chapter 607); and (e) the Merger shall otherwise have the effect provided under the applicable laws (i) of the State of Wisconsin (including Wisconsin Business Corporation Law Section 180.1106) and (ii) of the State of Florida (including Florida Business Corporation Act, Section 607.1106).

If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in law or any other acts are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or right of the Constituent Corporations acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Agreement, the Constituent Corporations agree that the Surviving Corporation and its proper officers and directors shall and will execute and deliver all such property, deeds, assignments and assurances in law and do all acts necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement, and that the proper officers and directors of the Constituent Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Constituent Corporations or otherwise to take any and all such action.

2. Name of Surviving Corporation. The name of the Surviving Corporation is to remain Fiserv Solutions, Inc.

3. Location of the Principal Office of Surviving Corporation. The Principal Office of Surviving Corporation shall be:

255 Fiserv Drive
Brookfield, WI 53045

and

P.O. Box 979
Brookfield, WI 53008-0979

4. Purpose of Surviving Corporation. Fiserv Solutions will conduct or engage in any lawful activity under the laws of any state in which it is qualified.

5. Articles of Incorporation and Bylaws.

(a) The Articles of Incorporation of Fiserv Solutions, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Incorporation of Surviving Corporation following the Effective Date until changed or amended.

(b) The By-laws of Fiserv Solutions, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the By-laws of Surviving Corporation following the Effective Date until changed or amended.

6. Directors and Officers.

(a) From and after the Effective Date, the members of the Board of Directors of the Surviving Corporation shall consist of the members of the Board of Directors of Fiserv Solutions (as constituted immediately prior to the Effective Date) until changed in accordance with its Articles of Incorporation and By-laws and applicable law.

(b) From and after the Effective Date, the officers of the Surviving Corporation shall consist of the officers of Fiserv Solutions (as constituted immediately prior to the Effective Date) until changed in accordance with its Articles of Incorporation and By-laws and applicable law.

7. Conversion of Shares. The manner of converting the issued and outstanding shares of FIS shall be as follows:

(a) Fiserv Solutions is a wholly-owned subsidiary of Fiserv, Inc. The Merger shall not effect a change in any of the issued and outstanding shares of stock of Fiserv Solutions and none of such shares shall be exchanged or converted as a result of the Merger. Surviving Corporation shall not issue any of its capital stock as a result of the Merger.

(b) Upon the Effective Date, each share of common stock of FIS issued and outstanding immediately prior to the Effective Date shall, without any further action on the part of Fiserv or Fiserv Solutions, on the one hand, or FIS or its shareholders, on the other hand, be converted into the right to receive such amount of cash, without interest, as shall equal the quotient of (i) the FIS Value (as hereinafter defined) divided by (ii) the number of shares of FIS common stock outstanding on the Effective Date. Each share of the FIS common stock for which dissenter's rights have been properly asserted and perfected shall be converted into the right to receive payment from Fiserv Solutions in accordance with provisions of the Florida Business Corporation Act. All shares of FIS common stock held in FIS' treasury shall be cancelled. The "FIS Value" shall be \$9,078,260.

At any time after the Effective Date, each Shareholder shall be entitled, upon surrender of any certificate or certificates which formerly represented shares of Company Common Stock outstanding on the Effective Date, and compliance with such other procedures (including completion of a letter of transmittal) as determined by Fiserv's Transfer Agent, Firststar Trust Company, to receive cash, in immediately available funds, without interest, into which the shares of Company Common Stock theretofore represented by the certificate or certificates so surrendered shall have been converted as provided above, subject to a holdback (the "Holdback") of \$1,000,000 by Fiserv Solutions in respect of certain obligations of the Company, which amount or such lesser amount as shall be payable following reduction of such amount by any claims made by Fiserv or Fiserv Solutions, shall be payable to the shareholders of the Company at certain dates.

The Holdback shall bear interest at the rate of 5.75% calculated daily. Any decision required or action to be taken by those of the Company's Shareholders having an interest in the Holdback (the "Holdback Shares") shall be made by written consents of the holders of a majority of the voting shares which have been converted, in part, to Holdback Shares. Any holder of Holdback Shares may initiate and obtain such written consents.

On April 2, 1999, Fiserv Solutions shall disburse the monies held in the Holdback, including the accrued interest, less the Asserted Claims Reserve and less the Taxes Reserve to the holders of the Holdback Shares, on a pro-rata basis based on the number of Holdback Shares held. The Asserted Claims Reserve shall be an amount determined in good faith and on reasonable grounds of the amount that Fiserv Solutions may be entitled to for certain claims actually asserted by Fiserv Solutions on or before April 1, 1999 and for which the holders of the Holdback Shares have been provided notice by certified mail, return receipt requested. Upon resolution of the claims to which the Asserted Claims Reserve is related, any remaining portion of the Asserted Claims Reserve, including accrued interest, shall be disbursed to the holders of the Holdback Shares on a pro rata basis.

The Taxes Reserves shall be an amount determined in good faith and on reasonable grounds of the amount that Fiserv Solutions believes may be required to satisfy any claims for Taxes asserted, provided that the Taxes Reserve shall not exceed \$500,000. Upon resolution of the claims, if any, asserted within certain time limitations, to which the Taxes Claims Reserve is related, any remaining portion of the Taxes Claims Reserve, including accrued interest, shall be disbursed to the holders of the Holdback Shares on a pro rata basis.

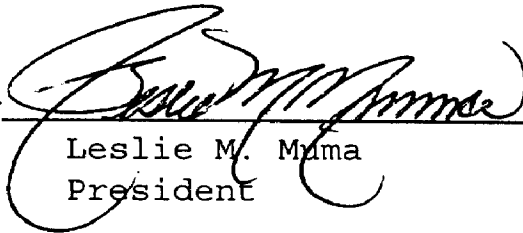
8. Effective Date. The Merger shall become effective immediately upon the close of business on September 30, 1997 (the "Effective Date").

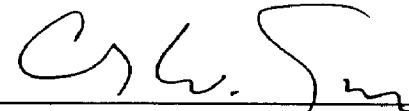
9. Articles of Merger. The appropriate officers of Fiserv Solutions and FIS shall prepare and execute Articles of Merger as required by the Wisconsin Business Corporation Law and the Florida Business Corporation Act and shall file such Articles of Merger with the Wisconsin Department of Financial Institutions

and the Florida Secretary of State. Such officers are further authorized to do any and all other things necessary to effectuate the Merger.

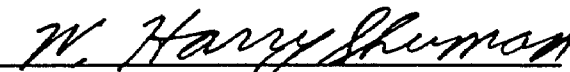
IN WITNESS WHEREOF, the parties hereto have executed this Plan and Agreement of Merger as of the date first above written.

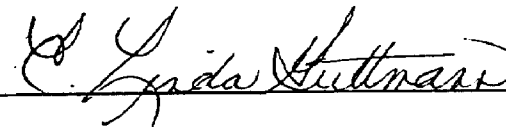
FISERV SOLUTIONS, INC.

By 
Leslie M. Muma
President

By 
Charles W. Sprague
Secretary

FIS, INC.

By 
W. Harry Shuman
President

By 
Secretary



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1997

Gray, Harris & Robinson
225 S. Adams Street
Tallahassee, FL 32301

Re: Document Number F95000006195

The Articles of Merger for FISERV SOLUTIONS, INC., the surviving Wisconsin corporation, were filed on September 30, 1997.

Should you have any questions regarding this matter, please feel free to telephone (850) 487-6050, the Amendment Filing Section.

Annette Hogan
Corporate Specialist
Division of Corporations

Letter Number: 197A00048200