

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fipsco Inc.		03/01/1999	CORPORATION: ILLINOIS

RECEIVING PARTY DATA	
Name:	Fiserve Fipsco Inc.
Street Address:	1800 Busse Highway
City:	Des Plaines
State/Country:	ILLINOIS
Postal Code:	60016
Entity Type:	CORPORATION: ILLINOIS

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1837492	LIFE PORTRAIT

CORRESPONDENCE DATA	
Fax Number:	(312)861-8937
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	312-861-8617
Email:	louann.m.murray@bakernet.com
Correspondent Name:	Leslie Bertagnolli
Address Line 1:	130 East Randolph Drive
Address Line 2:	Suite 3500
Address Line 4:	Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	930889
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NAME OF SUBMITTER:	Leslie Bertagnolli
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Total Attachments: 7
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File Number 5253-597-2

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF MERGER OF
FIPSCO, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 1ST day of MARCH A.D. 1999 and of the Independence of the United States the two hundred and 23RD



G-2123

Jesse White

Secretary of State

Form **BCA-11.25**
(Rev. Jan. 1999)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # **5253-597-2**

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.eos.state.il.us

FILED

MAR 1 1999

**JESSE WHITE
SECRETARY OF STATE**

SECRETARY OF STATE

This space for use by
Secretary of State

Date **3/1/99**

Filing Fee \$ **100.⁰⁰**

Approved: 

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

1. Names of the corporations proposing to ~~merge~~ ^{merge} ~~consolidate~~ ^{consolidate} ~~exchange shares~~ ^{exchange shares}, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
Fiserv Illinois Sub, Inc.	Illinois	6035-999-7
FIPSCO, Inc.	Illinois	5253-597-2

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ ^{surviving} ~~acquiring~~ corporation: FIPSCO, INC.

(b) It shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows: See sheet attached.

EXPEDITED

MAR 01 1999

SECRETARY OF STATE

PLAN OF MERGER

ATTACHMENT TO ARTICLES OF MERGER, CONSOLIDATION OR EXCHANGE
FORM BCA-11.25

The Merger. At the Effective Date (as hereinafter defined), Fiserv Illinois Sub, Inc., an Illinois corporation ("Fiserv Sub"), shall be merged with and into FIPSCO, Inc., an Illinois corporation (the "Company"), on the terms and conditions hereinafter set forth as permitted by and in accordance with the Illinois Business Corporation Act (the "BCA"). Thereupon, the separate existence of Fiserv Sub shall cease, and the Company, as the Surviving Corporation, shall continue to exist under and be governed by the Illinois BCA and its Articles of Incorporation and By-laws as in effect at the Effective Date shall remain unchanged until further amended in accordance with the provisions thereof and applicable law.

Articles of Merger. As soon as practicable following fulfillment or waiver of the conditions specified in Agreement and Plan of Merger dated as of February 26, 1999 (the "Merger Agreement") among Fiserv, Inc., a Wisconsin corporation ("Fiserv"), Fiserv Sub, the Company and Barry W. Watkins, and provided that the Merger Agreement has not been terminated and abandoned pursuant to Article IX thereof, the Company and Fiserv Sub will cause the Articles of Merger (the "Articles of Merger") to be executed and filed with the Secretary of State of the State of Illinois as provided in the Illinois BCA. The purpose of the Surviving Corporation shall be to engage in any and all business activities in which a corporation is permitted to engage in accordance with the Illinois BCA.

Effective Date of the Merger. The Merger shall become effective at 11:59 P.M. on the date of filing of the Articles of Merger with the Secretary of State of the State of Illinois or on such other date thereafter as the parties may agree. The date and time of such effectiveness is herein sometimes referred to as the "Effective Date".

CONVERSION OF SHARES

Conversion. (a) On the Effective Date, all of the shares of Company Common Stock issued and outstanding immediately prior to the Effective Date shall, without any further action on the part of Fiserv or Fiserv Sub, on the one hand, or the Company or the Shareholder, on the other hand, be converted into the right to receive such amount of cash, without interest, as shall equal the FIPSCO Value (as hereinafter defined). All shares of Company Common Stock held in the Company's treasury shall be cancelled.

At the Effective Date and as a result of the Merger, each outstanding share of capital stock of Fiserv Sub shall be converted into a share of common stock of the Surviving Corporation.

(b) The "FIPSCO Value" shall mean the sum of (i) \$11,291,000, plus (ii) the Contingent Amounts (as hereinafter defined) described in Section 3.04 hereof, less (iii) the amount payable to John Dayton under that certain Redemption Agreement dated as of August 31, 1994 (the "Dayton Redemption Agreement") by and between the Company, John Dayton and the Shareholder, less (iv) the Company Merger Costs (as hereinafter defined). The term "Company Merger Costs" shall mean the aggregate of all accounting (which shall not include regular audit fees), legal, printing, filing, financial advisory (including finders' fees) and other fees and expenses of the Company and Taxes (as hereinafter defined), in each case incurred or anticipated to be incurred in connection with the transactions contemplated hereby (excluding Fiserv fees and expenses), all estimated and agreed to by the parties at least one business day prior to the Effective Date. In connection with the Merger, Fiserv will be paying the FIPSCO Value to the shareholders of the Surviving Corporation.

Contingent Amounts. Contingent payments (the "Contingent Amounts") shall be calculated based upon the amount of increase in income before income taxes, interest expense (income), amortization (capitalization) of internally developed software, amortization of goodwill or other intangible assets written up as a result of the acquisition and any corporate/group allocations in excess of their value to the Company or in excess of the prices that an independent third party would charge (collectively, "NOI") compared to a base amount (the "Base Amount") for each year following acquisition through 2001. For 1999, the Base Amount shall be \$2,440,000. For 2000 the Base Amount shall be NOI for 1999. For 2001 the Base Amount shall be NOI for 2000. Notwithstanding the foregoing, in the event NOI were to decline in any year compared to a preceding year, the Base Amount in each year as aforesaid shall be equal to the prior highest Base Amount plus any accumulated shortfall in NOI relative to any previous Base Amounts. In each year, additional payments with respect to the previous year shall be made to the Shareholder no later than March 31. The total amount payable in each year shall be \$520,000 for achieving NOI at least 20 1/2% above the Base Amount for such year as set forth above, plus \$65,000 for each full one percent of additional NOI above 20 1/2%, up to an aggregate maximum amount in any year of \$1,430,000.

At the Effective Date and as a result of the Merger, the name of the Surviving Corporation will be changed to "Fiserv FipSCO, Inc."

5. ^{merger} Plan of ~~consolidation~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the ~~exchange~~ state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation			
Fiserv Illinois Sub, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
FIPSCO, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1963" of the State of Illinois with respect to the rights of dissenting shareholders.

5. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Fiserv Illinois Sub, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
FIPSCO, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

B. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 2/26 _____, 1999 _____
(Month & Day) (Year)

attested by [Signature] _____
(Signature of Secretary or Assistant Secretary)

Tom Hirsch - Assistant Secretary
(Type or Print Name and Title)

Fiserv Illinois Sub, Inc. _____
(Exact Name of Corporation)

by [Signature] _____
(Signature of President or Vice President)

Charles W. Sprague, VP
(Type or Print Name and Title)

Dated 2-26 _____, 1999 _____
(Month & Day) (Year)

attested by [Signature] _____
(Signature of Secretary or Assistant Secretary)

Barry W. Watkins
(Type or Print Name and Title)

FIPSCO, Inc. _____
(Exact Name of Corporation)

by [Signature] _____
(Signature of President or Vice President)

Barry W. Watkins
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

C-195.8