

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fiserv Fipsco Inc.		06/20/1999	CORPORATION: ILLINOIS

RECEIVING PARTY DATA	
Name:	Fiserv Solutions, Inc.
Street Address:	707 W. Algonquin Road
City:	Arlington Heights
State/Country:	ILLINOIS
Postal Code:	60005
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>	
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:	930899
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NAME OF SUBMITTER:	Leslie Bertagnolli
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<p>Total Attachments: 8</p> <p>source=Fiserv merged to Fiserv Solutions 4#page1.tif source=Fiserv merged to Fiserv Solutions 4#page2.tif source=Fiserv merged to Fiserv Solutions 4#page3.tif source=Fiserv merged to Fiserv Solutions 4#page4.tif source=Fiserv merged to Fiserv Solutions 4#page5.tif</p>
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File Number 5253-597-2

State of Illinois Office of The Secretary of State

Whereas,

**ARTICLES OF MERGER OF
FISERV SOLUTIONS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF WISCONSIN 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 30TH day of SEPTEMBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



C-212.3

Jesse White

Secretary of State

Form **BCA-11.25**

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # **5253-5972**

(Rev. Jan. 1999)

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

FILED

SEP 30 1999

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date **9-30-99**

Filing Fee \$ **100⁰⁰**

Approved:

JH

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} consolidate, and the state or country of their incorporation:
_{exchange shares}

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Fiserv FipSCO, Inc. '</u>	<u>Illinois</u>	<u>5253-597-2</u>
<u>Fiserv Solutions, Inc. '</u>	<u>Wisconsin</u>	<u>F 3-500-6 5863-5006</u>

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 ^{surviving} new corporation: Fiserv Solutions, Inc.
_{acquiring}
- (b) it shall be governed by the laws of: Wisconsin

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

4. Plan of ^{merger} consolidation is as follows:
_{exchange}

Attached hereto as Exhibit A.

- merger
5. 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

<u>Fiserv Fipso, Inc.</u>	<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"/>
_____	<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
Fiserv FipSCO, Inc.	1000	200
Fiserv Solutions, Inc.	100	100

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.)

8. 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 June 30, 1999 (Month & Day) (Year)

attested by Charles W. Sprague, Secretary (Signature of Secretary or Assistant Secretary) (Type or Print Name and Title)

Fiserv FipSCO, Inc. (Exact Name of Corporation)

by Leslie M. Abma, Vice President (Signature of President or Vice President) (Type or Print Name and Title)

Dated June 30, 1999 (Month & Day) (Year)

attested by Charles W. Sprague, Secretary (Signature of Secretary or Assistant Secretary) (Type or Print Name and Title)

Fiserv Solutions, Inc. (Exact Name of Corporation)

by Leslie M. Abma, President (Signature of President or Vice President) (Type or Print Name and Title)

Dated _____ (Month & Day) _____ (Year)

attested by _____ (Signature of Secretary or Assistant Secretary)

C-195.8 _____ (Type or Print Name and Title)

_____ (Exact Name of Corporation)

by _____ (Signature of President or Vice President)

_____ (Type or Print Name and Title)

EXHIBIT A**PLAN AND AGREEMENT OF MERGER**

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and entered into the 20th day of June, 1999, by and between FISERV SOLUTIONS, INC., a Wisconsin corporation ("Solutions"), and FISERV FIPSCO, INC., an Illinois corporation ("Fipsco").

RECITALS

WHEREAS, 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, \$0.01 par value per share and 100 shares of common stock issued and outstanding; and

WHEREAS, Fipsco is a corporation duly organized and existing under the laws of the State of Illinois, with authorized capital stock of ~~200~~ shares of common stock, ~~no~~ par value per share and ~~100~~ shares of common stock issued and outstanding; and

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

WHEREAS, the Boards of Directors of Solutions and Fipsco, by resolutions duly adopted, have approved and adopted this Agreement; and

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

NOW, THEREFORE, Solutions and Fipsco, 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 Illinois hereby agree as follows:

AGREEMENT

1. Merger. At the Effective Date (as hereinafter defined), Fipsco will be merged with and into Solutions (hereinafter sometimes "Surviving Corporation") in accordance with Subchapter XI of the Wisconsin Business Corporation Law and the Illinois Business Corporation Act (the "Merger"). All of the following shall occur upon the Effective Time: the separate existence of Fipsco ceases and the existence of Solutions as Surviving Corporation continues unaffected and unimpaired by the Merger; the title to all property owned by Fipsco and Solutions (the "Constituent Corporations") is vested in Surviving Corporation without reversion or impairment; Surviving Corporation has all liabilities of each Constituent Corporation; a civil, criminal, administrative or investigatory proceeding pending against either Constituent Corporation may be continued as if the Merger did not occur or Surviving Corporation may be substituted in the proceeding for Fipsco.

If at any time after the Effective Date, Surviving Corporation shall deem it appropriate that any assignments or assurances should be made to vest, perfect or confirm of record in Surviving Corporation the title to any property or right of Fipsco acquired by Surviving Corporation as a result of the Merger, the officers and directors of Surviving Corporation, in the name of Fipsco or otherwise, may take and do any action necessary or desirable to vest, perfect or confirm title to such property and rights in Surviving Corporation and otherwise to carry out the purposes of the Merger.

2. Name of Surviving Corporation. The name of Surviving Corporation is to remain Fiserv Solutions, Inc. ("Solutions").

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

255 Fiserv Drive
Brookfield, Wisconsin 53045

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

5. Articles of Incorporation and Bylaws.

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

6. Directors and Officers. The directors and officers of Solutions immediately prior to the Effective Date shall be the directors and officers of Surviving Corporation, each such director or officer to hold office until the term for which he or she has previously been elected shall expire and his or her successor has been duly elected and qualified, or until such director's or officer's earlier death, resignation or removal.

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

(a) Both Solutions and Fipsco are wholly owned subsidiaries of Fiserv, Inc. As a result of the merger, all shares of Fipsco shall be cancelled. The Merger shall not effect a change in any of the issued and outstanding shares of stock of 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) Each share of common stock held in treasury by Fipsco, if any, shall immediately upon the Effective Date cease to exist and all certificates representing such shares shall be cancelled and no consideration shall be paid and issued in respect thereof.

8. Effective Date. The effective date and time of the Merger (the "Effective Date") shall be upon filing of the Articles of Merger with the Illinois Secretary of State.

9. Articles of Merger. The appropriate officers of Solutions and Fipsco shall prepare and execute Articles of Merger as required by the Wisconsin Business Corporation Law and the Illinois Business Corporation Act and shall file such Articles of Merger with the Wisconsin Department of Financial Institutions and the Illinois 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: Charles W. Sprague
Charles W. Sprague, Secretary

FISERV FIPSCO, INC.

By: Charles W. Sprague
Charles W. Sprague, Secretary