

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WorkPoint Systems, Inc.		09/23/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	ACI Worldwide, Inc.
Street Address:	330 South 108th Street
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68154
Entity Type:	CORPORATION: NEBRASKA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1874554	WORKPOINT

CORRESPONDENCE DATA

Fax Number: (402)231-8554
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (402) 344-0500
 Email: gderrick@bairdholm.com
 Correspondent Name: Grayson J. Derrick
 Address Line 1: 1500 Woodmen Tower
 Address Line 4: Omaha, NEBRASKA 68102

NAME OF SUBMITTER:	Grayson J. Derrick
Signature:	/Grayson J. Derrick/
Date:	01/11/2005

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Total Attachments: 3
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ACI WORLDWIDE INC
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**ARTICLES OF MERGER
OF
WORKPOINT SYSTEMS, INC.
INTO
ACI WORLDWIDE INC.**

Pursuant to the §21-20,132 of the Nebraska Business Corporation Act, Surviving Corporation sets forth the following information.

I.

The names of the Corporations and the states under the laws of which they are organized are:

ACI Worldwide Inc., a Nebraska Corporation.
WorkPoint Systems, Inc., a Delaware Corporation.

II.

The name of the Surviving Corporation is: ACI Worldwide Inc.

III.

1. Attached to these articles and made a part of them is a copy of the Plan of Merger dated September 23, 2003.
2. The Plan of Merger was approved by the undersigned Corporations in the manner prescribed by the Nebraska Business Corporation Act and the Delaware Code.
3. The following information is relevant with respect to each Corporation that is a party to the transaction:
 - A. Name of the Surviving Corporation: ACI Worldwide Inc.

Shareholder approval was required and made as follows:

Designation (class or series) of <u>voting group</u>	Number of shares <u>outstanding</u>	Total No. of votes entitled to <u>be cast</u>	Total No. of votes cast <u>FOR</u> or <u>AGAINST</u>	Total No. of of undisputed <u>votes FOR</u>
Common	100	100	100 None	100

The number cast for the plan by each voting group was sufficient for approval by that voting group.

B. Name of the Merging Corporation: WorkPoint Systems, Inc.

Shareholder approval was required and made as follows:

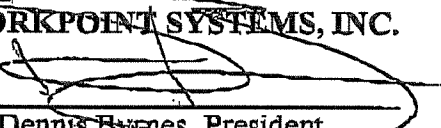
Designation (class or series) of voting group	Number of shares <u>outstanding</u>	Total No. of votes entitled to <u>be cast</u>	Total No. of votes cast <u>FOR or AGAINST</u>	Total No. of of undisputed votes <u>FOR</u>
Common	100	100	100 N/A	100

The number cast for the plan by each voting group was sufficient for approval by that voting group.

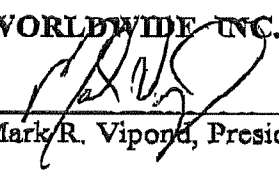
4. The effective date of this document is: September 30, 2003.

Dated September 23, 2003.

WORKPOINT SYSTEMS, INC.

By: 
Dennis Byrnes, President

ACI WORLDWIDE INC.

By: 
Mark R. Vipond, President

PLAN OF MERGER

1. The name of the Surviving Corporation is ACI Worldwide Inc.
2. The name of the Merging Corporation is WorkPoint Systems, Inc.
3. This Plan of Merger shall be approved by the directors and shareholders of each of the corporations in accordance with the laws of the states of Nebraska and Delaware.
4. The manner and basis of converting the shares of the Merging Corporation into shares, obligations or other securities of the Surviving Corporation is as follows:
 - a. At the effective time of the Merger of the corporations, all shares of stock of the Merging Corporation that is outstanding prior to the effective date of the Merger, shall, by virtue of the Merger be cancelled.
 - b. From and after the effective time of the Merger, the holders of certificates representing shares of the Merging Corporation shall cease to have rights with respect to such shares and certificates.
 - c. Each share of the stock of the Surviving Corporation, which is issued and outstanding before the effective time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.
5. If, at any time the directors of the Surviving Corporation determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merging Corporation as of the effective date of this merger shall execute such conveyances or documents or take such actions.
6. The Articles of Incorporation and Bylaws of the Surviving Corporation shall be the governing document of the Surviving Corporation.
7. The effective date of the Merger shall be September 30, 2003.

ACI Worldwide Inc.

By: _____

Mark R. Vipond, President

WorkPoint Systems, Inc.

By: _____

Dennis Byrnes, President

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