

"D"

OMB No. 0651-

07-19-2001

TRADEMARKS ONLY

Atty Docket No.



To:

101782316

rademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

KLR, LLC

7-3-01

2. Name and address of receiving party(ies)

Name: **Certegy Inc.**

Internal Address:

Street Address: **11720 AmberPark Drive, Suite 600**

City: **Alpharetta**

State: **GA** Zip: **30004**

- Individuals(s)
- General Partnership
- Corporation-State
- Other **Limited Liability Company - Georgia**
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **June 8, 2001**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State **Georgia**
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional names(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)

**78/061,833 CERTEGY;
CERTEGY and Design 78/061,973**

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **William H. Brewster**

Internal Address: **Kilpatrick Stockton LLP**

~~07/19/2001 BTOM11 00000032 110860 78061833~~

~~01 FC:481 40.00 CH
02 FC:482 25.00 CH~~

Street Address: **1100 Peachtree Street, Suite 2800**

City: **Atlanta** State: **GA** Zip: **30102**

6. Total number of applications and registrations involved

7. Total fee (37 CFR 3.41).....\$ **65.00**

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

11-0860

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.

Sharan B. Flexner

Name of Person Signing

Signature

Sharan B. Flexner

Date

6-27-01

Total number of pages including cover sheet, attachments, and document:

**Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 011701242
CONTROL NUMBER : 0110597
DATE INC/AUTH/FILED: 03/02/2001
JURISDICTION : GEORGIA
PRINT DATE : 06/19/2001
FORM NUMBER : 215



KILPATRICK & STOCKTON LLP
BETH ROOK
1100 PEACHTREE ST STE 2800
ATLANTA, GA 303094530

07-03-2001

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #26

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**CERTEGY INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox
Secretary of State

**TRADEMARK
REEL: 002331 FRAME: 0661**

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 011700044
CONTROL NUMBER : 0110597
EFFECTIVE DATE : 06/18/2001
REFERENCE : 0045
PRINT DATE : 06/19/2001
FORM NUMBER : 411

SCHUBERT LEVEILLE
KILPATRICK STOCKTON LLP
1100 PEACHTREE ST., STE. 2800
ATLANTA GA 30309

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

CERTEGY INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

KLR, LLC, A GEORGIA LIMITED LIABILITY COMPANY




CATHY COX
SECRETARY OF STATE

TRADEMARK
REEL: 002331 FRAME: 0662

11700044

ARTICLES OF MERGER
OF
KLR, LLC
(a Georgia limited liability company)
AND
CERTEGY INC.
(a Georgia corporation)

126400

110591

Pursuant to the provisions of the Georgia Business Corporation Code and the Georgia Limited Liability Company Act, the domestic corporation and the domestic limited liability company herein named do hereby adopt the following Articles of Merger:

1.

The name and jurisdiction of organization or formation of each constituent business entity that is merging are:

(a) Certegy Inc., a business corporation organized under the laws of the state of Georgia; and

(b) KLR, LLC, a limited liability company formed under the laws of the state of Georgia.

2.

The surviving business entity in the merger is Certegy Inc., a Georgia corporation, which will continue its existence as the surviving corporation.

3.

Attached hereto as Exhibit A and made a part hereof is the Plan of Merger for merging KLR, LLC with and into Certegy Inc. The Plan of Merger has been duly authorized and approved by each constituent business entity in accordance with Section 14-11-903 of the Georgia Limited Liability Act.

4.

The merger was duly approved by the sole member of KLR, LLC. The merger was duly approved by the sole shareholder of Certegy Inc.

5.

The executed Plan of Merger is on file at the principal place of business of Certegy Inc., which is located at 1550 Peachtree Street, Atlanta, Georgia 30309.

6.

A copy of the Plan of Merger will be furnished by Certegy Inc., on request and without cost, to any member or shareholder of either constituent business entity.

7.


Certegy Inc. hereby undertakes that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

Executed the 8th day of June, 2001.

KLR, LLC

by

CERTEGY INC., its sole Member


By: 

Name: Kent E. Mast

Title: Vice President & Secretary

CERTEGY INC.

By:



Name: Kent E. Mast

Title: Vice President & Secretary

RECEIVED
DIVISION OF REVENUE
JUN 18 PM 4:47
STATE OF GEORGIA

**AGREEMENT OF MERGER
OF KLR, LLC
INTO CERTEGY INC.**

This Agreement of Merger (the "Agreement") is entered into as of June 8, 2001, by and between KLR, LLC, a Georgia limited liability company (the "LLC"), and CERTEGY INC., a Georgia corporation (the "Corporation" or, after the Effective Time of Merger as defined in Section 2.1 below, the "Surviving Corporation"). The LLC and the Corporation are sometimes herein collectively referred to as the "Constituent Entities."

RECITALS

WHEREAS, the LLC is a limited liability company of the State of Georgia with its registered office located at 1100 Peachtree Street, N.W., Suite 2800, Atlanta, Georgia 30309;


WHEREAS, the Corporation is a corporation of the State of Georgia with its registered office located at 1550 Peachtree Street, N.W., Atlanta, Georgia 30309 and the parent corporation and sole member of the LLC; and

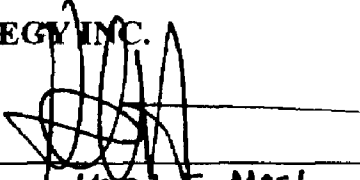
WHEREAS, the LLC and the Corporation deem it in the best interests of said entities and their respective shareholders and sole member to merge KLR, LLC with and into Certegy Inc. pursuant to the provisions of the Georgia Business Corporation Code and the Georgia Limited Liability Company Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Constituent Entities hereby agree as follows:

1. The Constituent Entities shall merge pursuant to and in accordance with the Plan of Merger separately executed by the parties, which is hereby incorporated herein by reference.
2. The parties shall promptly execute and file Articles of Merger to effect the merger between such parties, in form satisfactory to each party, such satisfaction to be conclusively evidenced by the execution thereof on behalf of each such party.
3. Each party represents and warrants to the other that all approvals by its members, shareholders or board of directors, as applicable, to the merger, the Plan of Merger and this Agreement of Merger have been duly obtained.

IN WITNESS THEREOF, the parties hereto have duly executed and delivered this Agreement as of the date first written above.

KLR, LLC
By: 
Name: Kent E. Mast
Title: Vice President & Secretary

CERTEGY INC.
By: 
Name: Kent E. Mast
Title: Vice President & Secretary

PLAN OF MERGER

PLAN OF MERGER duly approved and adopted by KLR, LLC, a Georgia limited liability company and the disappearing entity in the merger (the "LLC"), and by the LLC's parent corporation and sole member, Certegy Inc., a Georgia corporation and the surviving entity in the merger (the "Corporation" or, after the effective time of the merger, the "Surviving Corporation"), and entered into as of June 8, 2001.

1. Names of Constituent Entities and Surviving Entity. The name and jurisdiction of organization or formation of each constituent business entity that is planning to merge are:

(a) Certegy Inc., a business corporation organized under the laws of the state of Georgia; and

(b) KLR, LLC, a limited liability company formed under the laws of the state of Georgia, the some member of which is the Corporation. The name of the surviving entity in the merger is "Certegy Inc."

2. Terms and Conditions of the Merger.

(a) At the effective time of the merger, the separate existence of the LLC shall cease. The LLC shall be merged with and into the Corporation and the separate corporate existence of the Corporation as the surviving corporation with all its rights, privileges, powers and franchises shall continue unaffected and unimpaired by the merger. The merger shall, from and after the effective time of the merger, have all the effects set forth in this Plan and otherwise provided for by applicable law.

(b) The Surviving Corporation shall succeed to all of the rights, privileges, powers, immunities and franchises of the LLC, all the properties and assets of the LLC and all of the debts, choses in action and other interests due or belonging to the LLC, and shall be subject to, and responsible for, all of the debts, liabilities and obligations of the LLC with the effect set forth in the Georgia Business Corporation Code.


(c) If, at any time after the effective time of the merger, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of the LLC acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the merger or to otherwise carry out this Plan, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of the constituent business entities or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the constituent business entities or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out this Plan.

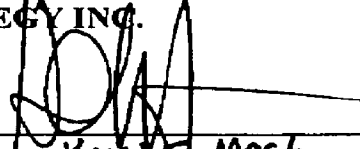
(d) At the effective time of the merger, the Articles of Incorporation and Bylaws of the Corporation, as in effect immediately prior to the effective time of the merger, shall continue

to be the Articles of Incorporation and Bylaws of the Surviving Corporation until duly amended in accordance with applicable law.

(e) The persons who are directors and officers of the Corporation immediately prior to the effective time of the merger shall, after the effective time of the merger, continue as the directors and officers of the Surviving Corporation without change until their successors have been elected and qualified in accordance with applicable law and the Articles of Incorporation and Bylaws of the Surviving Corporation.

3. Conversion of Interests in the Merger. At the effective time of the merger, by virtue of the merger and without any action on the part of any member of the LLC, all issued and outstanding membership interests of the LLC shall be canceled. All shares of the Corporation issued and outstanding immediately prior to the effective time of the merger shall continue to be issued and outstanding immediately after the merger, and shall be unaffected and unimpaired by the merger. The issued and outstanding shares of the Corporation immediately prior to the merger shall constitute collectively immediately after the merger all the issued and outstanding shares of the surviving corporation as the resulting entity in the merger.

KLR, LLC
By: 
Name: Kent E. Mast
Title: Vice President & Secretary

CERTEGY INC.
By: 
Name: Kent E. Mast
Title: Vice President & Secretary