

F98000006815

GREENBERG
ATTORNEYS AT LAW
TRAURIG

December 28, 1998

Via Federal Express

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 4: 24

Attention: Susan Payne

Re: Articles of Merger - The Payment Systems Network, Inc., a Florida not for profit corporation and Eastpay, Inc., a Virginia nonstock corporation

Enclosed please find one manually executed and one photo copy of the articles of merger for the above referenced entities. Also, enclosed please find a check in the amount of \$87.50 to cover the cost of filing fee and two certified copies. Please file with the State as soon as possible and return a certified copy to the Greenberg Traurig box located in your office, attention Michelle Beal.

Thank you for your assistance with this matter. Please contact me if you have any questions at (407) 418-2430.

Very truly yours,

Michele Turton

Michele Turton
Paralegal

000002725010--8
-12/29/98-01057--027
*****87.50 *****87.50

EFFECTIVE DATE
1-1-99

Encls.

cc: Angela Grinstead, Esq.

ORLANDO/TURTONM/608071/@x3011.DOC/12/28/98

*Please call when Ready
222-6891*

*merge 1/22/99
S*

GREENBERG TRAUIG, P.A.
P.O. Box 4923 ORLANDO, FLORIDA 32802-4923
407-420-1000 FAX 407-420-5909 www.gtlaw.com
111 NORTH ORANGE AVENUE 20TH FLOOR ORLANDO, FLORIDA 32801
MIAMI NEW YORK WASHINGTON, D.C. ATLANTA PHILADELPHIA TYSONS CORNER SAO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE BOCA RATON

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE PAYMENT SYSTEMS NETWORK, INC., a FL corp., 731619

INTO

EASTPAY, INC., a Virginia corporation, F98000006815

File date: December 29, 1998, effective January 1, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

Greenberg Traurig
Attn: Michelle Beal
Tallahassee, FL

SUBJECT: EASTPAY, INC.
Ref. Number: F98000006815

We have received your document for EASTPAY, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per my phone conversation with Michelle Turton, the subject corporation originally filed incorrectly as a foreign profit corporation when in fact it is a foreign nonprofit corporation. Articles of correction pursuant to section 607.0124, Florida Statutes can be filed to correct this error. A form for a foreign nonprofit corp. should also be completed and returned along with the articles of correction.

The articles of merger are also returned. The name of the merging corporation as reflected in our records is THE PAYMENT SYSTEMS NETWORK, INC. Please make this change in all places and return the merger along with the articles of correction. The fee has already been received for the merger.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 198A00061132

ARTICLES OF MERGER OF
THE PAYMENT SYSTEMS NETWORK, INC.
AND
EASTPAY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 29 PM 4:24

The undersigned corporations, pursuant to Title 13.1, Chapter 10, Article 11 of the Code of Virginia and Title 36, Chapter 617 of the Florida Statutes, hereby execute these Articles of Merger:

EFFECTIVE DATE
11/1/99

I.

The Plan of Merger (the "Plan") is attached hereto and made a part hereof.

II.

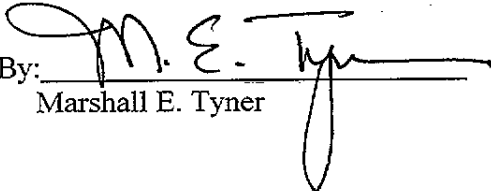
The Board of Directors of The Payment Systems Network, Inc. a Florida not for profit corporation (the "Merging Corporation"), approved the merger, adopted the Plan and recommended that the members of the Merging Corporation adopt the Plan, at a meeting on September 25, 1998. The members of the Merging Corporation approved the merger and adopted the Plan at a meeting on October 30, 1998, and the Plan received a vote of 5,310 in favor, which was a majority of the votes cast. The Board of Directors of Eastpay, Inc., a Virginia nonstock corporation (the "Surviving Corporation"), approved the merger and adopted the Plan at a meeting on September 24, 1998, and the Plan received the vote of a majority of the directors in office. Approval of the Plan by the Members of the Surviving Corporation was not required.

The undersigned Chairman of The Payment Systems Network, Inc. and President of EastPay Inc. declare the facts herein stated are true as of the 25th day of September, 1998.

THE PAYMENT SYSTEMS NETWORK, INC.

EASTPAY, INC.

By:


Marshall E. Tyner

By:


Norman K. Robinson

PLAN OF MERGER

1. The Payment Systems Network, Inc., a Florida not for profit corporation (“the Merging Corporation”), shall be merged into Eastpay, Inc., a Virginia nonstock corporation (“the Surviving Corporation”).
2. All regular members of the Merging Corporation and all principal members of the Surviving Corporation shall be principal members of the Surviving Corporation. All associate members of the Merging Corporation and all associate members of the Surviving Corporation shall be associate members of the Surviving Corporation.
3. Upon the effective date of the merger, the Board of Directors of Surviving Corporation shall consist of the following:

Kenneth L. Greear	United National Bank 500 Virginia Street E. Charleston, WV 25322
Bernie Tyndall	Centura Bank-MC000-907-0124 P.O. Box 1220 Rocky Mount, NC 27802
Ralph E. Reardon	Coastal Federal Credit Union P.O. Box 58249 Raleigh N.C. 27658
Eddie Link	First Union National Bank 301 S. Colleg Street Charlotte, NC 28288-0804
Monty J. Oliver	Lexington State Bank P.O. Box 867 Lexington, NC 27293-0867
Johnnie Quinn	NationsBank 101 N. Tryon Street, NC1002-32-14 Charlotte, NC 28255
Horace Allen	Crestar Bank P.O. Box 26665 Richmond, VA 23261

Robert W. Malburg, Jr.

1st State Savings Bank
P.O. Box 1797
Burlington, NC 27216-1797

Daniel Lanier

One Valley Bank, NA
P.O. Box 1793
Charleston, WV 25326

George Markle

First Citizens Bank & Trust
P.O. Box 27131
Raleigh, NC 27611

Ronald L. Burniske

Chartway Federal Credit Union
160 Newton Road
Virginia Beach, VA 23462

A. Leon Tomblin

First Virginia Bank - Southwest
P.O. Box 7585
Roanoke, VA 24019-0585

Sue Douglas

State Employees Credit Union
P.O. Box 26807
Raleigh, NC 27611-6807

Marshall E. Tyner

BB&T
P.O. Box 819, M/C 100-99-04-10
Wilson, NC 27894

Steve P. Vaglio

Barnett Bank, Inc.
P.O. Box 40789
Jacksonville, FL 32203

Sondra R. Combs

First National Bank of Naples
P.O. Box 413043
Naples, FL 33941-3043

Nanette Crocker

AmSouth Bank
P.O. Box 11007
Birmingham, AL 35228

Jennifer C. Garr Sun Trust Banks, Inc.
P.O. Box 4418 M655
Atlanta, GA 30302

Tom Heinzmann Compupay, Inc.
8300 NW 53rd St., Suite 401
Miami, FL 33166

Linda Persandi Sun Trust Bank South Florida, N.A.
501 East Los Olas Blvd.
Ft. Lauderdale, FL 33301

Steve Potter Barnett Banks, Inc.
10401 Deerwood Park Blvd.
Jacksonville, FL 32256

James A. Taylor Southeast Corporate Federal Credit Union
P.O. Box 3008
Tallahassee, FL 32315

Mickey Lawrence Guaranty Bank & Trust Co.
P.O. Box 618
Venice, FL 34284-0618

Anthony Gauteney Bank Atlantic
1750 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

David Brock Community Educator Credit Union
1030 South US Highway 1
Rockledge, FL 32955-2716

4. The effective date of the merger shall be January 1, 1999.

Doc #: 255510; V. 2