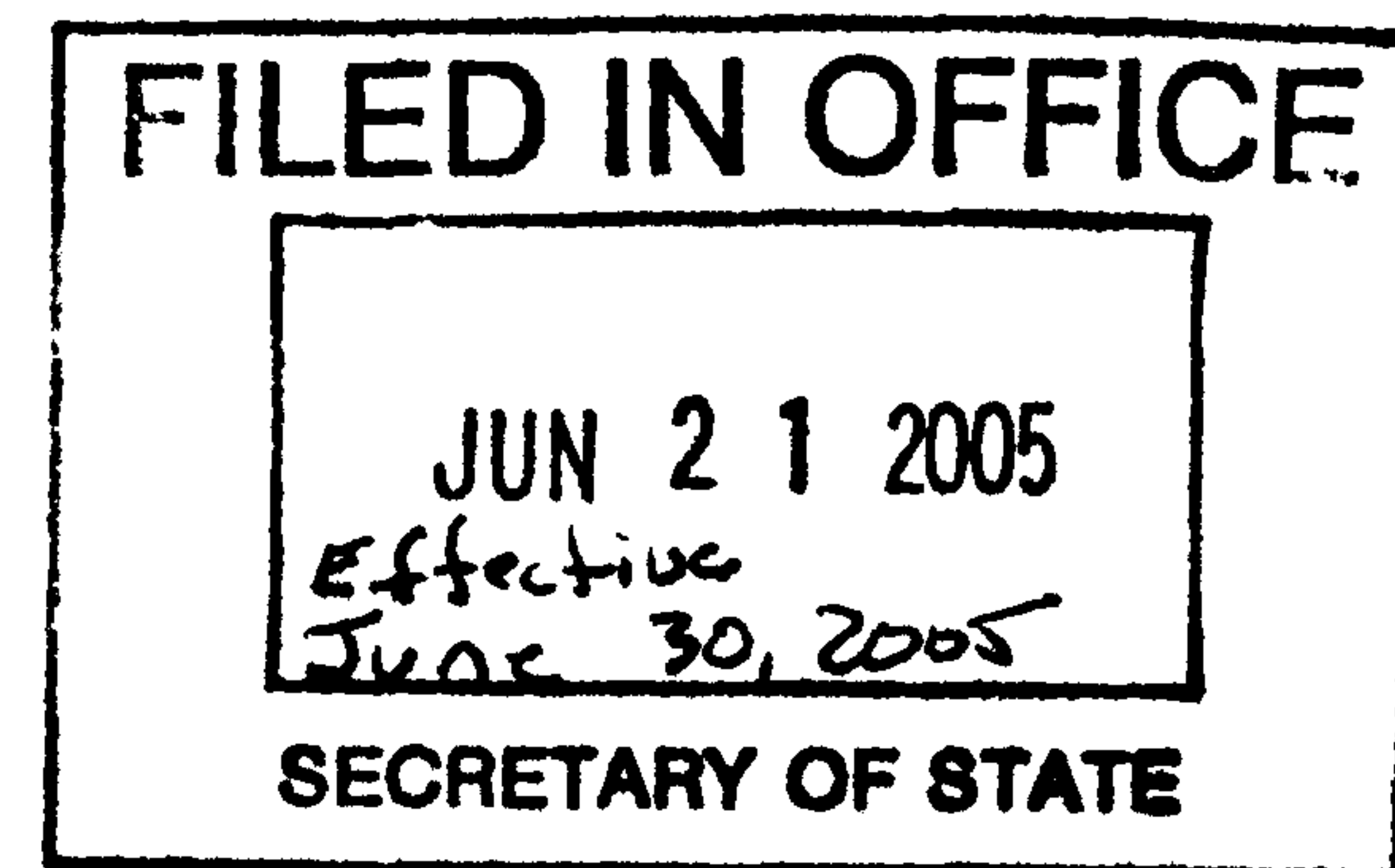


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ARTICLES OF MERGER

of

BW Images, Inc.
An Alabama corporation
(merging corporation)

with and into

Fidelity Information Services, Inc.
An Arkansas corporation
(surviving corporation)

These Articles of Merger are filed pursuant to Section 4-27-1105 of the Arkansas Business Corporation Act ("ABCA"), and pursuant to Section 10-2B-11.05 of the Alabama Business Corporation Act ("Alabama Act"), by and between BW Images, Inc., an Alabama corporation ("BW") and Fidelity Information Services, Inc., an Arkansas corporation ("Fidelity"), pursuant to which BW will merge into Fidelity (the "Merger").

For purposes of these Articles of Merger, the following shall have the meanings shown:

a. "BW" means BW Images, Inc., a corporation duly organized and existing under the laws of the State of Alabama, having been incorporated on March 5, 1999, by Articles of Incorporation filed with the Alabama Secretary of State on that date, as amended from time to time. The Articles of incorporation of BW are filed in Shelby County, Alabama. BW is a wholly owned subsidiary of Fidelity. BW shall also be known as the Subsidiary Corporation. Fidelity owns 100% of the outstanding shares of BW.

b. "Fidelity" means Fidelity Information Services, Inc., a corporation duly organized and existing under the laws of the State of Arkansas, having been incorporated in June 15, 1967 by Articles of Incorporation filed with the Secretary of State on that date, as amended from time to time. Fidelity owns one hundred percent (100%) of the outstanding shares of BW. Fidelity shall also be known as the Parent Corporation.

NOW, THEREFORE, in consideration of the mutual agreements, covenants, representations and warranties herein contained and for the purpose of prescribing the

terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of canceling the shares of BW common stock, and such other provisions as are deemed necessary or desirable with respect to the Merger, in accordance with the applicable statutes of the States of Arkansas and Alabama, it is agreed as follows:

ARTICLE 1

PLAN OF MERGER

1.1 Effective Date and Time. The Merger shall become effective on June 30, 2005 ("Effective Time").

1.2 Surviving Corporation. At the Effective Time, BW Images, Inc., an Alabama corporation, ("BW"), shall be merged with and into Fidelity Information Services, Inc., an Arkansas corporation ("Fidelity"). Fidelity shall be the surviving corporation (the "Surviving Corporation") resulting from the Merger and shall continue to be governed by the laws of the State of Arkansas. The name of the Surviving Corporation shall be Fidelity Information Services, Inc. The Articles of Incorporation of BW, an Alabama corporation, are filed in Shelby County, Alabama.

1.3 Articles of Incorporation. At the Effective Time, the Articles of Incorporation of Fidelity in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

1.4 Bylaws. At the Effective Time, the bylaws of Fidelity in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation until thereafter amended as provided by law.

1.5 Directors. At the Effective Time, the directors of Fidelity in effect immediately prior to the Effective Time shall be the directors of the Surviving Corporation.

1.6 Officers. At the Effective Time, the officers of Fidelity in effect immediately prior to the Effective Time shall be the officers of the Surviving Corporation.

ARTICLE 2

SURVIVING CORPORATION TO SUCCEED TO PROPERTIES AND OBLIGATIONS OF FIDELITY AND BW

2.1 From and after the Effective Time, the Surviving Corporation, without other transfer or assumption, shall succeed to and possess all the estate, property rights (whether tangible or intangible), privileges, powers, and franchises of a public as well as a private nature, and shall assume and be subject to all of the liabilities, obligations, debts, restitutions, disabilities, and duties of each of Fidelity and BW, all without further act or deed.

2.2 If at any time the Surviving Corporation shall consider, upon the advice of its legal counsel, that any further assignments, conveyances or assumptions of liability are necessary or desirable to carry out the provisions hereof, the proper officers and directors of Fidelity and BW as of the Effective Time shall execute and deliver any and all proper deeds, assignments and assumptions of liability and do all things necessary or proper to carry out the provisions hereof.

ARTICLE 3

CANCELLATION OF SHARES IN MERGER

3.1 At the Effective Time, each share of common stock of BW outstanding immediately prior to the Merger and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of any holder thereof, cease to exist and be cancelled.

3.2 At the Effective Time, each share of common stock of Fidelity outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, constitute all of the outstanding common stock of the Surviving Corporation.

ARTICLE 4

APPROVAL OF PLAN OF MERGER

4.1 Approval by Board of Directors. The Merger set forth herein has been approved by unanimous written consents of the Boards of Directors of Fidelity.

4.2 Approval by Shareholders.

- a. Pursuant to Section 4-27-1104 (a) of the ABCA and pursuant to Section 10-2B-11.04 of the Alabama Act, shareholder approval by the shareholders of the Parent Corporation and the Subsidiary Corporation of the Plan of Merger is not required.

- b. Pursuant to Section 4-27-1104 (c) of the ABCA, the shareholder of the Subsidiary Corporation has waived the requirement that the Parent Corporation mail a copy of the Plan of Merger to each shareholder of the Subsidiary.

IN WITNESS WHEREOF, the Fidelity Information Services, Inc. has caused these Articles of Merger to be executed on June 15, 2005.

Fidelity Information Services, Inc.

By: 

(Authorized Signature)

Michael L. Gravelle

Senior Vice President,

General Counsel and Secretary



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Secretary of State
Office of The Secretary of State

I hereby certify that this is a
true and correct copy of the
document(s) filed in this office
and certificate issued by this
office on Jun 21, 2005

DATE Jun 24, 2005

Secretary of State