

#37940

# Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BR FINANCIAL SOLUTIONS, INC.", A NEW JERSEY CORPORATION, WITH AND INTO "BROADRIDGE SECURITIES PROCESSING SOLUTIONS, INC." UNDER THE NAME OF "BROADRIDGE SECURITIES PROCESSING SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2010, AT 9:17 O'CLOCK A.M.

2010 SEP -7 AM 11:58

SECRETARY OF STATE  
CORPORATE SERVICES DIV

**FILED**

SEP 07 2010 11:58

By 125895

KML



Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8210112

DATE: 09-03-10



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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:18 AM 06/30/2010  
FILED 09:17 AM 06/30/2010  
SRV 100703039 - 2067749 FILE

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
BR FINANCIAL SOLUTIONS, INC.  
(a New Jersey corporation)  
into  
BROADRIDGE SECURITIES PROCESSING SOLUTIONS, INC.  
(a Delaware corporation)

It is hereby certified that:

1. Broadridge Securities Processing Solutions, Inc., hereinafter sometimes referred to as the "Corporation" is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of BR Financial Solutions, Inc., which is a business corporation of the State of New Jersey.
3. The laws of the jurisdiction of organization of BR Financial Solutions, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges BR Financial Solutions, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on March 23, 2010 by the Board of Directors of the Corporation to merge the said BR Financial Solutions, Inc. into the Corporation:

RESOLVED that BR Financial Solutions, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of BR Financial Solutions, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by BR Financial Solutions, Inc. in its name; and be it further

RESOLVED that this Corporation assume all of the obligations of BR Financial Solutions, Inc.; and be it further

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New Jersey, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of BR

Financial Solutions, Inc. and of this Corporation and in any other appropriate jurisdiction; and be it further

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be on the date it is accepted for filing with the Secretary of State of the State of Delaware, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed on June 30, 2010

BROADRIDGE SECURITIES PROCESSING SOLUTIONS, INC.

By: 

Name: Adam D. Amsterdam

Title: President