

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of prescribing the terms and conditions of the Merger, the mode of carrying the same into effect, the manner and basis of payment for the shares of each of the Constituent Corporations, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed, and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

In accordance with the provisions of the laws of the States of Georgia, Oregon and California, CBI-West and CEM shall be merged with and into CBI-East which shall be, and is herein sometimes referred to as the "Surviving Corporation."

ARTICLE II

The Merger shall become effective as of the close of business on December 31, 1972, which shall be the "Effective Time of the Merger" referred to in this Agreement.

ARTICLE III

(a) At the Effective Time of the Merger the Articles of Incorporation of CBI-East shall be amended as follows:

The first paragraph of heading VI of the Articles of Incorporation shall be amended by deleting such present first paragraph in its entirety and substituting in lieu thereof a new first paragraph to

read as follows:

"The minimum and maximum authorized capital stock of the Corporation shall be 1,250 shares of no par value common stock."

The Articles of Incorporation of CBI-East as so amended shall constitute the Articles of Incorporation of the Surviving Corporation and shall thereafter continue to be its Articles of Incorporation until changed as provided by law.

(b) The Bylaws of CBI-East in effect immediately prior to the Effective Time of the Merger shall thereafter continue in full force and effect as the Bylaws of the Surviving Corporation until they shall thereafter be duly amended.

(c) The officers and directors of CBI-East holding office immediately prior to the Effective Time of the Merger shall thereafter continue in office as the officers and directors of the Surviving Corporation until their successors have been duly elected and qualified.

ARTICLE IV

The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of CBI-West and CEM shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. At the Effective Time of the Merger, the separate corporate existence

of CBI-West and CEM, except insofar as the same may be continued by statute, shall cease and the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, as of a public as of a private nature, of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due and to become due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of such corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate or interest therein, whether by deed or otherwise, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the Constituent Corporations and any claim existing or action or proceeding pending by or against CBI-West or CEM may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of CBI-West or CEM shall be impaired by such merger. Nothing herein is intended to extend or enlarge the lien of any indenture, agreement or other instrument executed by the

Surviving Corporation or CBI-West or CBI.

ARTICLE V

The mode of carrying the Merger into effect and the manner and basis of payment for the shares of the Constituent Corporations shall be as follows:

(a) The entire 10,000 shares of common stock of CBI-West outstanding immediately prior to the Effective Time of the Merger shall by virtue of the Merger be converted into 250 shares of the common stock of the Surviving Corporation, which shall be validly authorized and issued, fully paid and nonassessable. All of the shares of the common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time of the Merger shall not be converted by virtue of the Merger, but shall be and remain, and continue to be authorized, issued and outstanding, fully paid and non-assessable shares of common stock of the Surviving Corporation. All of the shares of the common stock of CEM issued and outstanding immediately prior to the Effective Time of the Merger shall be completely cancelled by virtue of the Merger.

(b) Promptly after the Effective Time of the Merger, each certificate representing shares of common stock of CBI-West outstanding immediately prior to the Effective Time of the Merger shall be surrendered and a certificate representing 250 shares of the common stock of CBI-East shall be issued to Retail Credit in exchange therefor.

ARTICLE VI

Anything herein to the contrary notwithstanding, either before or after the shareholders of any or all of the Constituent Corporations have acted, this Agreement may be terminated and abandoned by mutual consent of the boards of Directors of the Constituent Corporations at any time prior to the filing of the Articles of Merger with the Clerk of the Superior Court of Fulton County, Georgia, as provided in section 22-1004(d) and (c) of the Georgia Business Corporation Code.

ARTICLE VII

For the convenience of the parties hereto and to facilitate the filing and recording of this Agreement and Plan of Merger, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be signed in its corporate name by its President, attested by its Secretary, and its corporate seal affixed

hereto, all as of the day and year first above written.

[CORPORATE SEAL]

Attest:

H L Hill
Secretary

THE CREDIT BUREAU, INCORPORATED
OF GEORGIA

By: D Rutherford
President

[CORPORATE SEAL]

Attest:

H L Hill
Secretary

CREDIT BUREAUS, INC.

By: D Rutherford
President

[CORPORATE SEAL]

Attest:

H L Hill
Secretary

CREDIT BUREAU METRO, INC.

By: D Rutherford
President

IN THE SUPERIOR COURT OF
FULTON COUNTY, GEORGIA

GEORGIA

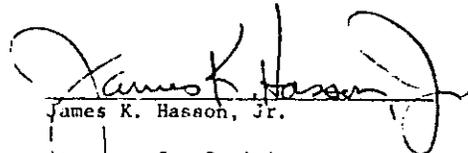
FULTON COUNTY

The petition of Credit Bureaus, Inc., an Oregon corporation, Credit Bureau Metro, Inc., a California corporation, and The Credit Bureau, Incorporated of Georgia, a Georgia corporation, shows the Court:

1.

The Articles of Merger of Credit Bureaus, Inc. and Credit Bureau Metro, Inc. with and into The Credit Bureau, Incorporated of Georgia are attached hereto.

WHEREFORE, petitioners pray that the merger and the amendment of the Articles of Incorporation of The Credit Bureau, Incorporated of Georgia provided for in said Articles of Merger be granted.


James K. Hason, Jr.
Attorney for Petitioners

Sutherland, Asbill & Brennan
3100 First National Bank Tower
Atlanta, Georgia 30303

ORDER

The Articles of Merger of Credit Bureaus, Inc. and Credit Bureau Metro, Inc. with and into The Credit Bureau, Incorporated of Georgia as the surviving corporation, having been examined and found lawful,

It is hereby ordered that the merger of Credit Bureaus, Inc. and Credit Bureau Metro, Inc. with and into The Credit Bureau, Incorporated

RECEIVED
DEC 21 4 29 PM '72
BEN W. FORTSON, JR.
SECRETARY OF STATE

of Georgia as the surviving corporation and the amendment of the Articles
of Incorporation of The Credit Bureau, Incorporated of Georgia be, and
the same are hereby granted.

This 21st day of December, 1972.



Judge, Superior Court of Fulton
County, Georgia

VERIFICATION

The undersigned D. E. Rutherford and H. L. Hills declare under penalties of perjury that they are the President and Secretary, respectively, of The Credit Bureau, Incorporated of Georgia, of Credit Bureaus, Inc. and of Credit Bureau Metro, Inc., that they have examined the foregoing Articles of Merger and that to the best of their knowledge and belief they are true, correct and complete.

D E Rutherford
D. E. Rutherford

H L Hills
H. L. Hills

Signed, sealed and delivered
in the presence of:

James M. Michael
Notary Public

(SEAL) Notary Public, Georgia, State at Large
My Commission Expires Nov. 19, 1974

PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA
COUNTY OF FULTON

Before me, the undersigned, a Notary Public, this day personally came JOHN HARRISON, who, being first duly sworn, according to law, says that he is an Agent of the Daily Report Company, publishers of the Fulton County Daily Report, the official newspaper in which the Sheriff's advertisements in and for said County are published, and a newspaper of general circulation, with its principal place of business in said County, and that there has been deposited with said newspaper the cost of publishing four (4) insertions of a notice pursuant to Ga. Business Corporation Code of the granting

of Articles of Incorporation Articles of Amendment Articles of Merger Articles of Intent to Dissolve to

Credit Bureaus, Inc. Credit Bureau Meter, Inc. and The Credit Bureau, Incorporated of Georgia, under name of The Credit Bureau, Incorporated of Georgia

John Harrison

Subscribed and sworn to before me this 21st day of DECEMBER, 1972.

[Signature]
NOTARY PUBLIC, FULTON COUNTY, GEORGIA

STATE OF GEORGIA

COUNTY OF FULTON

C. A. Lanford

I ~~XXXXXXX~~ Clerk of the Superior Court of
Fulton County, Georgia, do hereby certify that the within and
foregoing is a true and correct copy of petition of
CREDIT BUREAUS, INC., CREDIT BUREAU METRO, INC. and THE
CREDIT BUREAU, INCORPORATED OF GEORGIA

for Charter Merger into name of

THE CREDIT BUREAU INCORPORATED OF GEORGIA

and the Order of Court thereon allowing same, all of which
appears of file and record in this Office.

Given under my hand and seal of Office.

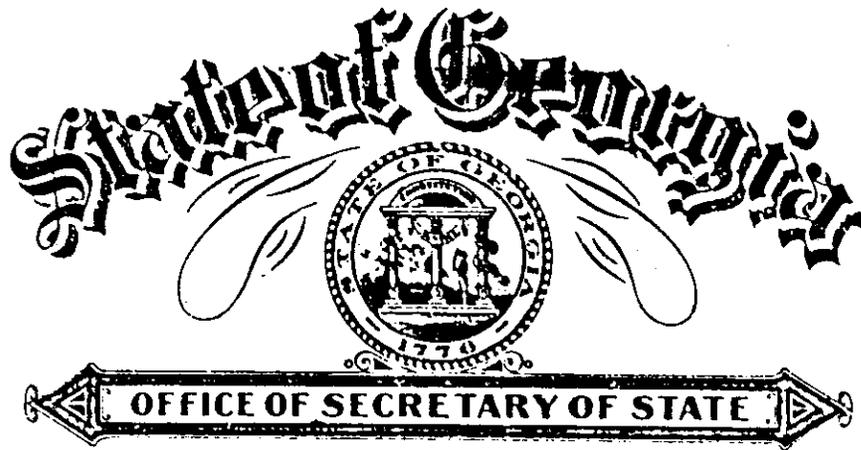
This the 21st day of Dec., 1972



C. A. Lanford

CLERK OF SUPERIOR COURT
FULTON COUNTY, GEORGIA

DUPLICATE



J. Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

the charter of THE CREDIT BUREAU, INC., was on the 19th day of March, 1959, duly amended under the laws of the State of Georgia by the Superior Court of Fulton County, changing its name to "THE CREDIT BUREAU, INCORPORATED OF GEORGIA", in accordance with the certified copy hereto attached, and that a certified copy has been duly filed in the office of the Secretary of State and the fees therefor paid, as prescribed by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 20th day of March, in the year of our Lord One Thousand Nine Hundred and Fifty-Nine and of the Independence of the United States of America the One Hundred and Eighty-Third.

IN THE SUPERIOR COURT OF FULTON COUNTY, GEORGIA.

IN RE:

THE CREDIT BUREAU, INC.

NO. 30006

PETITION TO AMEND CHARTER

This, the petition of THE CREDIT BUREAU, INC., shows respectfully unto the Honorable the Superior Court of Fulton County, Georgia, as follows:

1.

The charter of petitioner was granted by order of the Superior Court of Chatham County, Georgia, dated January 27, 1937, and said charter was amended by order of the Superior Court of Chatham County, Georgia, dated July 19, 1937. A copy of said original charter and amendment thereto have been filed in the office of the Secretary of State of the State of Georgia. By order of the Superior Court of Fulton County, Georgia, dated November 14, 1956, the principal office of The Credit Bureau, Inc. was changed from Chatham County, Georgia, to Fulton County, Georgia, and the charter of The Credit Bureau, Inc. was renewed for a period of thirty-five years from November 14, 1956.

2.

At a special meeting of the Stockholders of The Credit Bureau, Inc., held March 16, 1959, at which the holders of 999 shares out of the outstanding 1,000 shares of the stock of The Credit Bureau, Inc. were present, a resolution was adopted to amend its charter to change its name from "The Credit Bureau, Inc." to "The Credit Bureau, Incorporated of Georgia." A certified copy of said resolution is hereto attached marked Exhibit A and made a part of this petition and paragraph.

WHEREFORE, petitioner prays that its charter be amended so as to change its name from "The Credit Bureau, Inc." to "The Credit Bureau, Incorporated of Georgia."

W. P. G. Gardner
ATTORNEYS FOR PETITIONER

I, the undersigned, JAMES E. DICKEY, Secretary of The Credit Bureau, Inc., do hereby certify that at a special meeting of the Stockholders duly and legally called, assembled and held on the 16th day of March, 1959, notice of which was duly given, and at which 999 shares out of the 1,000 shares issued and outstanding of the stock of The Credit Bureau, Inc. was represented, the following resolution was unanimously adopted:

"BE IT RESOLVED by the Stockholders of The Credit Bureau, Inc. in meeting assembled, that the Charter of The Credit Bureau, Inc. be amended to provide that the name of the Corporation shall be changed to The Credit Bureau, Incorporated of Georgia.

"BE IT FURTHER RESOLVED that a petition for such amendment to the Charter be filed in the Superior Court of Fulton County, Georgia."

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of The Credit Bureau, Inc., this 18 day of March, 1959.


SECRETARY,
THE CREDIT BUREAU, INC.

O R D E R

The foregoing petition of The Credit Bureau, Inc. to amend its charter so as to change its name from "The Credit Bureau, Inc. to

THE CREDIT BUREAU, INCORPORATED OF GEORGIA

having been presented and it appearing to the Court that the said petition is within the purview of the laws of the State of Georgia and that the requirements of said law have been complied with,

NOW, THEREFORE, IT IS CONSIDERED, ORDERED AND ADJUDGED that the prayers of said petition are hereby granted and the charter of The Credit Bureau, Inc. is hereby amended to change the name of said corporation to

THE CREDIT BUREAU, INCORPORATED OF GEORGIA

This 19 day of March, 1959.

s/ Claude D Shaw

JUDGE, SUPERIOR COURT

FILED IN OFFICE THIS THE
19
Day of *March* 1959
D W Brown
Deputy Clerk

PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA, COUNTY OF FULTON

Before me, the undersigned, a Notary Public, this day personally came John Harrison, who, being first duly sworn, according to law, says that he or she is the Agent of the Daily Report Company, publishers of the FULTON COUNTY DAILY REPORT, the official newspaper in which the Sheriff's advertisements in and for said County are published, and a newspaper of general circulation, with its principal place of business in said County, and that there has been deposited with said newspaper the cost of publishing four (4) insertions of said application for charter amendment of THE CREDIT BUREAU, INC. changing name to
"THE CREDIT BUREAU INCORPORATED OF GEORGIA"
once a week for four (4) weeks with the order of the Judge thereon.

John Harrison

Subscribed and sworn to before me
this 19th day of March, 1959.

Ruby A. Ward
Notary Public, Fulton County, Georgia

STATE OF GEORGIA
COUNTY OF FULTON

I, J. W. SIMMONS, Clerk of the Superior Court of Fulton
County, Georgia, do hereby certify that the within and fore-
going is a true and correct copy of petition of

"THE CREDIT BUREAU, INC."

for charter *amendment changing name to*

"THE CREDIT BUREAU. INCORPORATED OF GEORGIA"

and the Order of Court thereon allowing same, all of which
appears of file and record in this office.

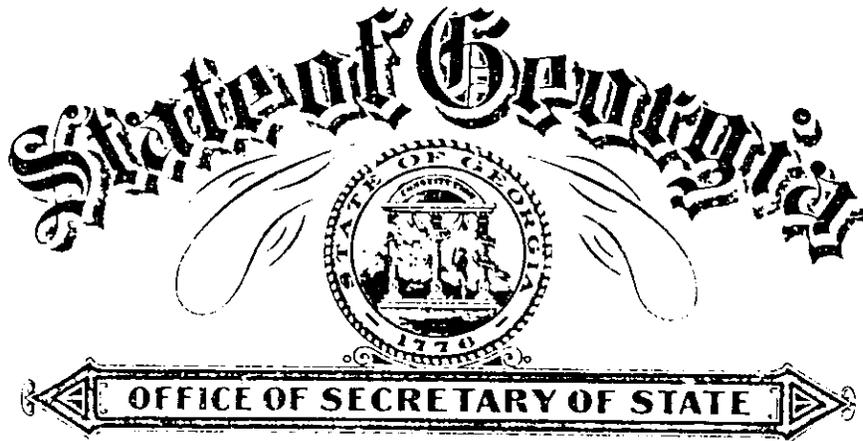


Given under my hand and seal of office
This the 19th day of March, 1959.

J. W. Simmons

CLERK OF SUPERIOR COURT
FULTON COUNTY, GEORGIA

DUPLICATE



I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that the name

"THE CREDIT BUREAU, INCORPORATED OF GEORGIA"

is not the name of any other existing corporation now registered in this office, as prescribed by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 19th day of March, in the year of our Lord One Thousand Nine Hundred and Fifty-Nine and of the Independence of the United States of America the One Hundred and Eighty- Third.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify that

the charter of "THE CREDIT BUREAU, INC." was on the 14th day of November, 1956, duly renewed and amended under the laws of the State of Georgia by the Superior Court of Fulton County, extending the charter for a period of thirty-five years and changing the principal office from Chatham County, Georgia, to Fulton County, Georgia, in accordance with the certified copy hereto attached and that a certified copy has been duly filed in the office of the Secretary of State and the fees therefor paid, as prescribed by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 16th day of November in the year of our Lord One Thousand Nine Hundred and Fifty-Six and of the Independence of the United States of America the One Hundred and Eighty-First.

Ben W. Fortson, Jr.
SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

IN THE SUPERIOR COURT OF FULTON COUNTY, GEORGIA.

In Re:

THE CREDIT BUREAU, INC.

27187

PETITION TO CHANGE PRINCIPAL
OFFICE OF THE CREDIT BUREAU, INC.
AND RENEW ITS CHARTER.

This, the petition of THE CREDIT BUREAU, INC., shows respectfully unto the Honorable the Superior Court of Fulton County, Georgia, as follows:

1.

The charter of petitioner was granted by the Superior Court of Chatham County, Georgia, on January 27, 1937, and said charter was amended by order of the Superior Court of Chatham County, Georgia, dated July 19, 1937. A copy of said original charter and the amendment thereto granted July 19, 1937, have been filed in the office of the Secretary of State.

2.

At a meeting of the stockholders of The Credit Bureau, Inc. held on the 1st day of ^{November} October, 1956, at which the holders of all of the stock of The Credit Bureau, Inc. were present, a resolution was adopted to amend its charter to change its principal office from Chatham County, Georgia, to Fulton County, Georgia, and thereby become a corporation of Fulton County, Georgia, and also to renew its charter for a period of thirty-five (35) years. A certified copy of said resolution is hereto attached marked Exhibit "A" and made a part of this petition and paragraph.