

United States of America

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STATE OF MINN.

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1966 FEB 9 AM 9 30



I, Joseph L. Donovan, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with record of the original - instrument - in my office of Agreement and Plan of Merger of Travelers Express Company, Inc., as filed for record in this office on the 31st day of December, 1965 - - -

and that said copy is a true and correct transcript of said - instrument -

and of the whole thereof



IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this 1st day of February A. D. 19 66

Secretary of State

OFFICE
OF THE
SECRETARY OF STATE
AGREEMENT AND PLAN OF MERGER

1966 FEB 9 AM 9 30

THIS AGREEMENT AND PLAN OF MERGER, entered into this 9 day of
February, 1966, by and between Travelers Express Company, Inc.,
incorporated on June 12, 1940, under the laws of the State of Minnesota, hereinafter
sometimes referred to as the "surviving corporation," and its directors or a majority
thereof and the following corporations, hereinafter sometimes collectively referred
to as the "merged corporations":

<u>Name of Corporation</u>	<u>Date of Incorporation</u>	<u>State of Incorporation</u>
Bondified, Inc. (Ala.)	July 8, 1963	Alabama
Travelers Express Company of Arizona	December 27, 1961	Arizona
Currency Services, Inc.	September 1, 1959	California
Travelers Express Company of California	August 22, 1946	California
Travex Sales of San Francisco	July 14, 1964	California
Bondified Systems, Incorporated	April 28, 1954	Massachusetts
Currency Services, Inc. of Michigan	August 29, 1945	Michigan
Drafchex, Inc.	July 8, 1958	Michigan
Travelers Express Agencies, Inc.	August 24, 1956	Minnesota
Bondified Systems, Inc.	May 18, 1953	Minnesota
Travelers Express Company of Colorado, Inc.	September 5, 1958	Minnesota
Travelers Express Company of Kansas, Inc.	June 13, 1960	Minnesota
Travelers Express Company of Minnesota, Inc.	August 26, 1943	Minnesota
Bondified Louisiana Corporation	August 12, 1958	Missouri
Bondified Missouri Corporation	June 22, 1959	Missouri

<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>
Bondified Money Order Corporation	March 4, 1946	Missouri
Bondified Oklahoma Corporation	August 28, 1961	Missouri
Currency Services, Inc.	July 2, 1952	New Jersey
Data, Incorporated	January 11, 1961	New Jersey
Travelers Express Agency of New Jersey, Inc.	January 23, 1959	New Jersey
Travelers Express Agency of Buffalo, Inc.	March 14, 1961	New York
Travelers Express Agency of New York, Inc.	December 29, 1958	New York
Travelers Express Company of Oregon	December 16, 1963	Oregon
Bondified, Inc.	July 7, 1958	Pennsylvania
Travelers Express Company of Utah	July 23, 1964	Utah

and the directors, or a majority thereof, of each of the merged corporations.

WHEREAS, the surviving corporation has authorized, issued and outstanding capital stock, all fully paid and non-assessable, as follows:

<u>Class of Stock</u>	<u>Authorized</u>	<u>Number of Shares Issued and Outstanding</u>
Common, par value \$1.00	1,200,000	374,140
Class A, par value \$1.00		
Series 1	150,000	16,053
Series 2	150,000	114,793
Series 3	150,000	114,793
Series 4	150,000	106,768

WHEREAS, the merged corporations have authorized, issued and outstanding capital stock, all fully paid and non-assessable, as follows:

<u>Corporation and Class of Stock</u>	<u>Authorized</u>	<u>Number of Shares Issued and Outstanding</u>
Bondified, Inc. (Ala.)		
Common, par value \$100	50	10

<u>Corporation and Class of Stock</u>	<u>Authorized</u>	<u>Number of Shares</u>
		<u>Issued and Outstanding</u>
Travelers Express Company of Arizona		
Common, par value \$10	10,000	500
Currency Services, Inc.		
Common, par value \$50	500	20
Travelers Express Company of California		
Common, par value \$10	20,000	20,000
Travex Sales of San Francisco		
Common, par value \$50	500	20
Bondified Systems, Incorporated		
Common stock, par value \$1	10,000	8,182
Currency Services, Inc. of Michigan		
Common shares, no par value	500	370
Drafchex, Inc.		
Common shares, par value \$1	50,000	16,616
Travelers Express Agencies, Inc.		
Common shares, no par value	2,500	800
Bondified Systems, Inc.		
Common, par value \$100	750	652
Travelers Express Company of Colorado, Inc.		
Common shares, no par value	500	200
6% cumulative, preferred shares, par value \$100	500	0
Travelers Express Company of Kansas, Inc.		
Common shares, no par value	250	100
Preferred shares, par value \$100	250	0
Travelers Express Company of Minnesota, Inc.		
Common, par value \$100	500	350
6% cumulative preferred, par value \$100	500	0

<u>Corporation and Class of Stock</u>	<u>Authorized</u>	<u>Number of Shares</u>
		<u>Issued and Outstanding</u>
Bondified Louisiana Corporation Common, par value \$50	1,000	500
Bondified Missouri Corporation Common, par value \$50	2,000	500
Bondified Money Order Corporation Common stock, par value \$100	4,000	687 1/4
Bondified Oklahoma Corporation Common, par value \$100	300	50
Currency Services, Inc. Common, no par value	100	100
Data, Incorporated Common, no par value	1,000	100
Travelers Express Agency of New Jersey, Inc. Common, no par value	1,000	100
Travelers Express Agency of Buffalo, Inc. Common, no par value	200	3
Travelers Express Agency of New York, Inc. Common, no par value	200	3
Travelers Express Company of Oregon Common, par value \$10	500	100
Bondified, Inc. Common shares, par value \$100	500	250
Travelers Express Company of Utah Common, par value \$100	250	10

WHEREAS, the surviving corporation now owns either directly or indirectly all of the issued and outstanding capital stock of each of the merged corporations;

WHEREAS, it is deemed by the parties hereto to be in the best interests of Travelers Express Company, Inc. and each of the merged corporations, and their respective stockholders, that said corporations (hereinafter sometimes collectively referred to as the "constituent corporations") merge, pursuant to the provisions of the Minnesota Business Corporation Act, and of the statutes of the respective states of incorporation of the merged corporations;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions herein stated, it is hereby agreed by and between the said parties hereto, and in accordance with the applicable provisions of the Minnesota Business Corporation Act and of the statutes of the respective states of incorporation of each of the merged corporations, that each merged corporation, namely:

Bondified, Inc. (Ala.)
Travelers Express Company of Arizona
Currency Services, Inc.
Travelers Express Company of California
Travex Sales of San Francisco
Bondified Systems, Incorporated
Currency Services, Inc. of Michigan
Drafchex, Inc.
Travelers Express Agencies, Inc.
Bondified Systems, Inc.
Travelers Express Company of Colorado, Inc.
Travelers Express Company of Kansas, Inc.
Travelers Express Company of Minnesota, Inc.
Bondified Louisiana Corporation
Bondified Missouri Corporation
Bondified Money Order Corporation
Bondified Oklahoma Corporation
Currency Services, Inc.
Data, Incorporated
Travelers Express Agency of New Jersey, Inc.
Travelers Express Agency of Buffalo, Inc.
Travelers Express Agency of New York, Inc.
Travelers Express Company of Oregon
Bondified, Inc.
Travelers Express Company of Utah

on the effective date of the merger, shall be and hereby are merged into Travelers Express Company, Inc. which shall be the surviving corporation after the merger has been effected and the parties hereto agree and prescribe that the laws which shall

govern the surviving corporation, Travelers Express Company, Inc., shall be the laws of the State of Minnesota. The terms and conditions of said merger and the mode of carrying it into effect are and shall be as follows:

FIRST: The name of the surviving corporation shall be Travelers Express Company, Inc. The present Articles of Incorporation and Bylaws of Travelers Express Company, Inc. shall be and remain the Articles of Incorporation and Bylaws of the surviving corporation. The duration of existence of the surviving corporation, its corporate purposes, the location and post office address of its registered office in the State of Minnesota, the total authorized number of shares and the description of all classes of its stock, as now stated in the Articles of Incorporation of Travelers Express Company, Inc. shall remain unchanged.

SECOND: The names and post office addresses of the directors and officers of the surviving corporation and their terms of office are, and immediately after the merger shall be as follows:

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
F. W. Ackerman	371 Market Street San Francisco, California	May 2, 1966
Jere E. Dalldorf	1120 Northwestern National Bank Building Minneapolis, Minnesota	May 2, 1966
F. L. Ehrman	1 South William Street New York, New York	May 2, 1966
R. O. Lowe	Room 1500, 140 South Dearborn Street Chicago, Illinois	May 2, 1966
Arthur S. Moore	1120 Northwestern National Bank Building Minneapolis, Minnesota	May 2, 1966
R. F. Shaffer	Room 1500, 140 South Dearborn Street Chicago, Illinois	May 2, 1966
G. H. Trautman	601 California Street San Francisco, California	May 2, 1966

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OFFICERS

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
A. S. Moore, President	1120 Northwestern National Bank Building Minneapolis, Minnesota	May 2, 1966
Jere E. Dalldorf, Vice President, Assistant Secretary, Assistant Treasurer	1120 Northwestern National Bank Building Minneapolis, Minnesota	May 2, 1966
R. F. Shaffer, Vice President	Room 1500, 140 South Dearborn Street Chicago, Illinois	May 2, 1966
C. F. Mullen, Vice President - Sales	1120 Northwestern National Bank Building Minneapolis, Minnesota	May 2, 1966
G. W. Doud, Vice President	1120 Northwestern National Bank Building Minneapolis, Minnesota	May 2, 1966
P. R. Cory, Vice President Eastern Division Manager	744 Broad Street Newark, New Jersey	May 2, 1966
J. S. Cabot, Vice President Central Division Manager	1120 Northwestern National Bank Building Minneapolis, Minnesota	May 2, 1966
V. M. Irwin, Vice President Western Division Manager	7216 South Eastern Avenue Bell Gardens, California	May 2, 1966
G. T. Christie, Secretary	Room 1500, 140 South Dearborn Street Chicago, Illinois	May 2, 1966
R. C. Batastini, Treasurer	Room 1500, 140 South Dearborn Street Chicago, Illinois	May 2, 1966

THIRD: The amount of stated capital with which the surviving corporation, Travelers Express Company, Inc., will continue business is \$2,210,824.86.

FOURTH: The manner and basis of converting the shares of stock of each of the merged corporations into the shares of stock of the surviving corporation shall be as follows:

The issued and outstanding shares of capital stock of the merged corporations and each of them shall not be converted nor exchanged, but shall be surrendered and cancelled and no shares of stock or other securities or obligations of the surviving corporation shall be issued in exchange therefor.

The issued and outstanding shares of capital stock of the surviving corporation shall not be affected nor changed in any manner whatsoever.

FIFTH: This agreement shall be submitted to the stockholders of each of the constituent corporations, as provided by law, and the constituent corporations shall execute, acknowledge, file, deliver, and record all documents and take all actions and do all things necessary, advisable, or proper under the laws of their respective states of incorporation to consummate and make effective the merger and to carry out the purposes of this agreement.

SIXTH: Upon the execution, approval, adoption, certification, and filing of this Agreement and Plan of Merger and the accomplishment of all other acts necessary to effect the merger as required by the laws of the State of Minnesota and the states of incorporation of each of the merged corporations, the separate existence of each of the constituent corporations shall cease and the surviving corporation shall thereupon possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities, and duties of each of the constituent corporations, and all and singular the rights, privileges, powers, and franchises of each of the constituent corporations, and all property, real, personal, and mixed, wheresoever located, and all debts due to any of the constituent corporations on whatever account and all causes in action belonging to each of said corporations shall be vested in the surviving corporation, and all property, rights, 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 several and respective constituent corporations, and the title to any real estate vested in any of the

constituent corporations shall not revert or be in any way impaired by reason of the merger; all rights of creditors and all liens upon the property of any of the constituent corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the constituent corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the surviving corporation.

SEVENTH: The date upon which all acts necessary to accomplish the merger shall have been completed for each such merged corporation shall for such corporation be "the effective date of the merger" as used herein.

For accounting purposes, the merger of all corporations shall be deemed effective on December 31, 1965.

EIGHTH: The surviving corporation shall pay all expenses of carrying this agreement into effect and of accomplishing the merger.

NINTH: The surviving corporation hereby reserves the right to amend, alter, change, or repeal any provisions contained in its Certificate of Incorporation, and any provision contained in this agreement, and all rights and powers of whatsoever nature conferred in such Certificate of Incorporation, or herein, upon any stockholder, director, officer, or any other person are subject to this reserved power.

TENTH: For the convenience of the parties and to facilitate the filing or recording of this agreement, any number of counterparts may be executed, and each executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the directors, or a majority thereof, of each of the constituent corporations have signed this Agreement and Plan of Merger on the day and year first above written.

For Travelers Express Company, Inc.

[Signature]
[Signature]
[Signature]
[Signature]

Being a majority of the directors of
Travelers Express Company, Inc.

For Bondified, Inc. (Ala.)

[Signature]
[Signature]
[Signature]

Being all of the directors of
Bondified, Inc. (Ala.)

For Travelers Express Company of Arizona

[Signature]
[Signature]
[Signature]

Being a majority of the directors of
Travelers Express Company of Arizona

For Currency Services, Inc.

[Signature]
[Signature]
[Signature]

Being a majority of the directors of
Currency Services, Inc.

For Travelers Express Company of California

John H. [unclear]
[unclear] [unclear]
[unclear] [unclear]

Being a majority of the directors of
Travelers Express Company of California

For Travex Sales of San Francisco

[unclear] [unclear]
[unclear] [unclear]
[unclear] [unclear]

Being a majority of the directors of
Travex Sales of San Francisco

For Bondified Systems, Incorporated

[unclear] [unclear]
[unclear] [unclear]
[unclear] [unclear]

Being a majority of the directors of
Bondified Systems, Incorporated

For Currency Services, Inc. of Michigan

[unclear] [unclear]
[unclear] [unclear]
[unclear] [unclear]

Being a majority of the directors of
Currency Services, Inc. of Michigan

For Drafcchex, Inc.

[unclear] [unclear]
[unclear] [unclear]
[unclear] [unclear]

Being a majority of the directors of
Drafcchex, Inc.

For Travelers Express Agencies, Inc.

14 W. L. H. H. H.
15 W. L. H. H. H.
16 W. L. H. H. H.

Being all of the directors of
Travelers Express Agencies, Inc.

For Bondified Systems, Inc.

15 W. L. H. H. H.
16 W. L. H. H. H.
17 W. L. H. H. H.

Being a majority of the directors of
Bondified Systems, Inc.

For Travelers Express Company of Colorado, Inc.

18 W. L. H. H. H.
19 W. L. H. H. H.
20 W. L. H. H. H.
21 W. L. H. H. H.

Being a majority of the directors of
Travelers Express Company of Colorado, Inc.

For Travelers Express Company of Kansas, Inc.

22 W. L. H. H. H.
23 W. L. H. H. H.
24 W. L. H. H. H.
25 W. L. H. H. H.

Being a majority of the directors of
Travelers Express Company of Kansas, Inc.

For Travelers Express Company of Minnesota, Inc.

J. H. H. H.
J. H. H. H.
J. H. H. H.
J. H. H. H.

Being a majority of the directors of
Travelers Express Company of Minnesota, Inc.

For Bondified Louisiana Corporation

J. H. H. H.
J. H. H. H.
J. H. H. H.
J. H. H. H.

Being a majority of the directors of
Bondified Louisiana Corporation

For Bondified Missouri Corporation

J. H. H. H.
J. H. H. H.
J. H. H. H.
J. H. H. H.

Being a majority of the directors of
Bondified Missouri Corporation

For Bondified Money Order Corporation

J. H. H. H.
J. H. H. H.
J. H. H. H.
J. H. H. H.

Being a majority of the directors of
Bondified Money Order Corporation

For Bondified Oklahoma Corporation

1st J. A. Leland
2nd J. B. Moore
3rd J. E. Leland
4th J. S. Mullins

Being a majority of the directors of
Bondified Oklahoma Corporation

For Currency Services, Inc.

1st J. A. Leland
2nd J. B. Moore
3rd J. E. Leland
4th J. S. Mullins

Being a majority of the directors of
Currency Services, Inc.

For Data, Incorporated

1st J. A. Leland
2nd J. B. Moore
3rd J. E. Leland
4th J. S. Mullins

Being a majority of the directors of
Data, Incorporated

For Travelers Express Agency of New Jersey, Inc.

1st J. A. Leland
2nd J. B. Moore
3rd J. E. Leland
4th J. S. Mullins

Being a majority of the directors of
Travelers Express Agency of New Jersey, Inc.

For Travelers Express Agency of Buffalo, Inc.

1st J. S. Moore
2nd J. E. Lanning
3rd C. F. Mullins

Being a majority of the directors of
Travelers Express Agency of Buffalo, Inc.

For Travelers Express Agency of New York, Inc.

1st J. S. Moore
2nd J. E. Lanning
3rd C. F. Mullins

Being a majority of the directors of
Travelers Express Agency of New York, Inc.

For Travelers Express Company of Oregon

1st J. S. Moore
2nd J. E. Lanning
3rd C. F. Mullins

Being a majority of the directors of
Travelers Express Company of Oregon

For Bondified, Inc.

1st J. S. Moore
2nd J. E. Lanning
3rd C. F. Mullins

Being a majority of the directors of
Bondified, Inc.

For Travelers Express Company of Utah

1st J. S. Moore
2nd J. E. Lanning
3rd C. F. Mullins

Being a majority of the directors of
Travelers Express Company of Utah

I, J. E. Dauldorf, assistant secretary of Travelers Express Company, Inc., a Minnesota corporation, hereby certify, as such assistant secretary and under the seal of Travelers Express Company, Inc. that the Agreement and Plan of Merger to which this certificate is attached, after being duly considered and signed by a majority of the directors of Travelers Express Company, Inc., in accordance with the laws of the State of Minnesota, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger in accordance with the laws of their respective states of incorporation, was duly submitted to the shareholders of Travelers Express Company, Inc. at a special meeting of said shareholders called for the purpose of considering and taking action upon the proposed Agreement and Plan of Merger and held after due notice by mailing as required by the laws of the State of Minnesota and; that at said meeting a ballot was taken for the adoption or rejection of said Agreement and Plan of Merger and the votes of the shareholders of said Travelers Express Company, Inc. holding shares in said corporation entitling them to exercise at least 2/3 of the voting power were cast in favor of the approval and adoption of said Agreement and Plan of Merger and that thereby the Agreement and Plan of Merger was duly approved and adopted in accordance with the laws of the State of Minnesota.

Witness my hand and the seal of Travelers Express Company, Inc., this 15 day of Dec, 1965.

TRAVELERS EXPRESS COMPANY, INC.
MINNESOTA

J. E. Dauldorf
Secretary

I, B. S. Cronlund, secretary of Bondified, Inc. (Ala), an Alabama corporation, hereby certify, as such secretary and under the seal of said corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Bondified, Inc. (Ala), in accordance with the laws of the State of Alabama, and at least a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Bondified, Inc. (Ala), who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of Alabama.

Witness my hand and the seal of Bondified, Inc. (Ala) this 15 day of Dec, 1965.

BONDIFIED, INC. (ALA)
ALABAMA

B. S. Cronlund
Secretary

I, V. M. Irwin, secretary of Travelers Express Company of Arizona, hereby certify as such secretary, under the seal of said corporation, that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Travelers Express Company of Arizona, in accordance with the laws of the State of Arizona, and by at least a majority of the directors of each of the other corporations which are parties to the proposed merger in accordance with the laws of their respective states of incorporation was duly submitted to the shareholders of Travelers Express Company of Arizona at a special meeting of such shareholders called for the purpose of considering and taking action upon the proposed Agreement and Plan of Merger and held after due notice by publication and mailing as required by Arizona law; that the holders of all of the outstanding capital stock of Travelers Express Company of Arizona were represented at such meeting and voted in favor of the approval and adoption of said Agreement and Plan of Merger, and that thereby the Agreement and Plan of Merger was duly approved and adopted in accordance with the requirements of the State of Arizona.

Witness my hand and the seal of Travelers Express Company of Arizona, this 21 day of April, 1935.

TRAVELERS EXPRESS COMPANY OF ARIZONA
ARIZONA

V. M. Irwin
Secretary

I, V. M. Irwin, secretary of Travelers Express Company of California, a corporation organized and existing under the laws of the State of California, hereby certify as such secretary and under the seal of Travelers Express Company of California, that the Agreement and Plan of Merger to which this certificate is attached after having been duly signed on behalf of the corporation by its duly authorized officers and by a majority of the directors thereof, in accordance with the laws of the State of California and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to the stockholders of Travelers Express Company of California at a special meeting of said stockholders called for the purpose of considering and taking action upon said Agreement and Plan of Merger and held after all of the stockholders had duly executed a written waiver of notice of such meeting as required by the laws of the State of California; that all of the outstanding capital stock of Travelers Express Company of California was represented at such meeting and was voted in favor of the approval and adoption of said Agreement and Plan of Merger, said affirmative vote representing at least 2/3 of the total number of shares of the outstanding capital stock of said corporation and that thereby the Agreement and Plan of Merger was duly adopted in accordance with the requirements of the laws of the State of California.

Witness my hand and the seal of Travelers Express Company of California, this 21 day of April, 1935.

TRAVELERS EXPRESS COMPANY OF
CALIFORNIA
CALIFORNIA

V. M. Irwin
Secretary

I, V. M. Irwin, secretary of Currency Services, Inc., a corporation organized and existing under the laws of the State of California, hereby certify as such secretary and under the seal of Currency Services, Inc., that the Agreement and Plan of Merger to which this certificate is attached after having been duly signed on behalf of the corporation by its duly authorized officers and by a majority of the directors thereof, in accordance with the laws of the State of California and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to the stockholders of Currency Services, Inc. at a special meeting of said stockholders called for the purpose of considering and taking action upon said Agreement and Plan of Merger and held after all of the stockholders had duly executed a written waiver of notice of such meeting as required by the laws of the State of California; that all of the outstanding capital stock of Currency Services, Inc. was represented at such meeting and was voted in favor of the approval and adoption of said Agreement and Plan of Merger, said affirmative vote representing at least 2/3 of the total number of shares of the outstanding capital stock of said corporation and that thereby the Agreement and Plan of Merger was duly adopted in accordance with the requirements of the laws of the State of California.

Witness my hand and the seal of Currency Services, Inc., this 21 day of Dec., 1965.

CURRENCY SERVICES, INC.
CALIFORNIA

V. M. Irwin
Secretary

I, V. M. Irwin, secretary of Travex Sales of San Francisco, a corporation organized and existing under the laws of the State of California, hereby certify as such secretary and under the seal of Travex Sales of San Francisco, that the Agreement and Plan of Merger to which this certificate is attached after having been duly signed on behalf of the corporation by its duly authorized officers and by a majority of the directors thereof, in accordance with the laws of the State of California and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to the stockholders of Travex Sales of San Francisco at a special meeting of said stockholders called for the purpose of considering and taking action upon said Agreement and Plan of Merger and held after all of said stockholders had duly executed a written waiver of notice of such meeting as required by the laws of the State of California; that all of the outstanding capital stock of Travex Sales of San Francisco was represented at such meeting and was voted in favor of the approval and adoption of said Agreement and Plan of Merger, said affirmative vote representing at least 2/3 of the total number of shares of the outstanding capital stock of said corporation and that thereby the Agreement and Plan of Merger was duly adopted in accordance with the requirements of the laws of the State of California.

Witness my hand and the seal of Travex Sales of San Francisco, this 27 day of Dec., 1965.

TRAVEX SALES OF SAN FRANCISCO
CALIFORNIA

V. M. Irwin
Secretary

I, J. E. Dalldorf, assistant secretary of Bondified Systems, Incorporated, a Massachusetts corporation, hereby certify, as such secretary and under the seal of that corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of said Bondified Systems, Incorporated, in accordance with the laws of the State of Massachusetts, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Bondified Systems, Incorporated, who have duly executed a unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of Massachusetts.

Witness my hand and the seal of Bondified Systems, Incorporated, this 15 day of Dec, 1965.

BONDIFIED SYSTEMS, INCORPORATED
MASSACHUSETTS

J. E. Dalldorf
Assistant Secretary

We, A. S. Moore, President and J. E. Dalldorf, Assistant Secretary of Currency Services, Inc. of Michigan, a corporation organized and existing under the Michigan General Corporation Act, hereby certify, as such President and Assistant Secretary and under the seal of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed by at least a majority of the directors of the corporation, and by at least a majority of the directors of each of the other corporations who are parties to the proposed merger, was duly submitted to the shareholders of Currency Services, Inc. of Michigan at a special meeting of shareholders called for the purpose of considering and taking action on the proposed Agreement and Plan of Merger; that all the shareholders have executed a written waiver of notice of such meeting; that such meeting was held separately from the meeting of shareholders of the other corporations which are parties to the proposed merger, on the 15 day of Dec, 1965; and we further certify that 370 common shares were outstanding on the date the meeting was held; and the holders of 370 common shares voted by ballot in favor of the approval and adoption of the proposed Agreement and Plan of Merger, the said affirmative vote representing at least 2/3 of the total number of the outstanding shares, and that thereby the Agreement and Plan of Merger was at the meeting duly approved and adopted.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed hereto the corporate seal this 15 day of Dec, 1965.

A. S. Moore
President

CURRENCY SERVICES, INC. OF MICHIGAN
MICHIGAN

J. E. Dalldorf
Assistant Secretary

We, A. S. Moore, Vice-President and B. J. Schwartz, Secretary of Drafchex, Inc., a corporation organized and existing under the laws of Michigan, hereby certify, as such Vice-President and Secretary and under the seal of said corporation, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed by at least a majority of the directors of the corporation, and by at least a majority of the directors of each of the other corporations who are parties to the proposed merger, was duly submitted to the shareholders of Drafchex, Inc. at a special meeting of shareholders called for the purpose of considering and taking action on the proposed Agreement and Plan of Merger; that all the shareholders have executed a written waiver of notice of such meeting that such meeting was held separately from the meeting of shareholders of the other corporations which are parties to the proposed merger, on the 15 day of Nov, 1965; and we further certify that 16,816 common shares were outstanding on the date the meeting was held; and the holders of 16,816 common shares voted by ballot in favor of the approval and adoption of the proposed Agreement and Plan of Merger, the said affirmative vote representing at least 2/3 of the total number of the outstanding shares, and thereby the Agreement and Plan of Merger was at the meeting duly approved and adopted

IN WITNESS WHEREOF, we have hereunto set our hands and affixed hereto the corporate seal this 15 day of Nov, 1965.

DRAFCHEX, INC.
MICHIGAN

A. S. Moore
Vice-President
B. J. Schwartz
Secretary

I, J. E. Dalldorf, secretary of Travelers Express Agencies, Inc., a Minnesota corporation, hereby certify, as such secretary and under the seal of said corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Travelers Express Agencies, Inc., in accordance with the laws of the State of Minnesota, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Travelers Express Agencies, Inc., who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of Minnesota.

Witness my hand and the seal of Travelers Express Agencies, Inc., this 15 day of Nov, 1965.

TRAVELERS EXPRESS AGENCIES, INC.
MINNESOTA

J. E. Dalldorf
Secretary

I, J. E. Dalldorf, assistant secretary of Bondified Systems, Inc., a Minnesota corporation, hereby certify, as such assistant secretary and under the seal of said corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Bondified Systems, Inc., in accordance with the laws of the State of Minnesota, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Bondified Systems, Inc., who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of Minnesota.

Witness my hand and the seal of Bondified Systems, Inc., this 15 day of June, 1965.

BONDIFIED SYSTEMS, INC.
MINNESOTA

J. E. Dalldorf
Assistant Secretary

I, J. E. Dalldorf, assistant secretary of Travelers Express Company of Colorado, Inc., a Minnesota corporation, hereby certify, as such assistant secretary and under the seal of said corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of said Travelers Express Company of Colorado, Inc., in accordance with the laws of the State of Minnesota, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Travelers Express Company of Colorado, Inc., who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of Minnesota.

Witness my hand and the seal of Travelers Express Company of Colorado, Inc., this 15 day of June, 1965.

TRAVELERS EXPRESS COMPANY OF
COLORADO, INC.
MINNESOTA

J. E. Dalldorf
Assistant Secretary

I, J. E. Dalldorf, assistant secretary of Travelers Express Company of Kansas, Inc., a Minnesota corporation, hereby certify, as such assistant secretary and under the seal of said corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of said Travelers Express Company of Kansas, Inc., in accordance with the laws of the State of Minnesota, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Travelers Express Company of Kansas, Inc., who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of Minnesota.

Witness my hand and the seal of Travelers Express Company of Kansas, Inc., this 15 day of June, 1965.

TRAVELERS EXPRESS COMPANY OF
KANSAS, INC.
MINNESOTA

J. E. Dalldorf
Assistant Secretary

I, J. E. Dalldorf, assistant secretary of Travelers Express Company of Minnesota, Inc., a Minnesota corporation, hereby certify, as such assistant secretary and under the seal of said corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Travelers Express Company of Minnesota, Inc., in accordance with the laws of the State of Minnesota, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Travelers Express Company of Minnesota, Inc., who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of Minnesota.

Witness my hand and the seal of Travelers Express Company of Minnesota, Inc., this 12 day of June, 1965.

TRAVELERS EXPRESS COMPANY OF
MINNESOTA, INC.
MINNESOTA

J. E. Dalldorf
Assistant Secretary

I, J. E. Dalldorf, assistant secretary of Bondified Louisiana Corporation, a corporation organized and existing under the laws of the State of Missouri, hereby certify, as such assistant secretary and under the seal of Bondified Louisiana Corporation, that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Bondified Louisiana Corporation, in accordance with the laws of the State of Missouri and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was submitted to the stockholders of Bondified Louisiana Corporation at a special meeting of said stockholders called for the purpose of considering and taking action upon said Agreement and Plan of Merger and held after all of the stockholders of Bondified Louisiana Corporation had executed a written waiver of notice of such meeting as required by the laws of the State of Missouri; that all of the outstanding capital stock of Bondified Louisiana Corporation was represented at such meeting and at least 2/3 thereof was voted in favor of the approval and adoption of said Agreement and Plan of Merger.

Witness my hand and the seal of Bondified Louisiana Corporation, this 12 day of June, 1965.

BONDIFIED LOUISIANA CORPORATION
MISSOURI

J. E. Dalldorf
Assistant Secretary

I, J. E. Dalldorf, assistant secretary of Bondified Missouri Corporation, a corporation organized and existing under the laws of the State of Missouri, hereby certify, as such assistant secretary and under the seal of Bondified Missouri Corporation, that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Bondified Missouri Corporation, in accordance with the laws of the State of Missouri and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was submitted to the stockholders of Bondified Missouri Corporation at a special meeting of said stockholders called for the purpose of considering and taking action upon said Agreement and Plan of Merger and held after all of the stockholders of Bondified Missouri Corporation had executed a written waiver of notice of such meeting as required by the laws of the State of Missouri; that all of the outstanding capital stock of Bondified Missouri Corporation was represented at such meeting and at least 2/3 thereof was voted in favor of the approval and adoption of said Agreement and Plan of Merger.

Witness my hand and the seal of Bondified Missouri Corporation, this 15 day of

December, 1965.

BONDIFIED MISSOURI CORPORATION
MISSOURI

J. E. Dalldorf
Assistant Secretary

I, J. E. Dalldorf, assistant secretary of Bondified Money Order Corporation, a corporation organized and existing under the laws of the State of Missouri, hereby certify, as such assistant secretary and under the seal of Bondified Money Order Corporation, that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Bondified Money Order Corporation, in accordance with the laws of the State of Missouri and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was submitted to the stockholders of Bondified Money Order Corporation at a special meeting of said stockholders called for the purpose of considering and taking action upon said Agreement and Plan of Merger and held after all of the stockholders of Bondified Money Order Corporation had executed a written waiver of notice of such meeting as required by the laws of the State of Missouri; that all of the outstanding capital stock of Bondified Money Order Corporation was represented at such meeting and at least 2/3 thereof was voted in favor of the approval and adoption of said Agreement and Plan of Merger.

Witness my hand and the seal of Bondified Money Order Corporation, this 15 day of December, 1965.

BONDIFIED MONEY ORDER CORPORATION
MISSOURI

J. E. Dalldorf
Assistant Secretary

I, J. E. Dallard, assistant secretary of Bondified Oklahoma Corporation, a corporation organized and existing under the laws of the State of Missouri, hereby certify, as such assistant secretary and under the seal of Bondified Oklahoma Corporation, that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Bondified Oklahoma Corporation, in accordance with the laws of the State of Missouri and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was submitted to the stockholders of Bondified Oklahoma Corporation at a special meeting of said stockholders called for the purpose of considering and taking action upon said Agreement and Plan of Merger and held after all of the stockholders of Bondified Oklahoma Corporation had executed a written waiver of notice of such meeting as required by the laws of the State of Missouri; that all of the outstanding capital stock of Bondified Oklahoma Corporation was represented at such meeting and at least 2/3 thereof was voted in favor of the approval and adoption of said Agreement and Plan of Merger.

Witness my hand and the seal of Bondified Oklahoma Corporation, this 10 day of December, 1965.

BONDEFIED OKLAHOMA CORPORATION
MISSOURI

J. E. Dallard
Assistant Secretary

I, B. J. Schwartz, secretary of Currency Services, Inc., a New Jersey corporation, hereby certify, as such secretary and under the seal of that corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Currency Services, Inc., in accordance with the laws of the State of New Jersey, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Currency Services, Inc., who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of New Jersey.

Witness my hand and the seal of Currency Services, Inc., this 10 day of December, 1965.

CURRENCY SERVICES, INC.
NEW JERSEY

B. J. Schwartz
Secretary

I, B. J. Schwartz, secretary of Data, Incorporated, a New Jersey corporation, hereby certify, as such secretary and under the seal of said corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Data, Incorporated, in accordance with the laws of the State of New Jersey, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Data, Incorporated, who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of New Jersey.

Witness my hand and the seal of Data, Incorporated, this 10 day of December, 1965.

DATA, INCORPORATED
NEW JERSEY

B. J. Schwartz
Secretary

I, B. J. Schwartz, secretary of Travelers Express Agency of New Jersey, Inc., a New Jersey corporation, hereby certify, as such secretary and under the seal of said corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Travelers Express Agency of New Jersey, Inc., in accordance with the laws of the State of New Jersey, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Travelers Express Agency of New Jersey, Inc., who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of New Jersey.

Witness my hand and the seal of Travelers Express Agency of New Jersey, Inc., this 15 day of December, 1965.

TRAVELERS EXPRESS AGENCY OF
NEW JERSEY, INC.
NEW JERSEY

B. J. Schwartz
Secretary

I, B. J. Schwartz, secretary of Travelers Express Agency of Buffalo, Inc., a New York corporation, hereby certify, as such secretary and under the seal of that corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of said Travelers Express Agency of Buffalo, Inc., in accordance with the laws of the State of New York, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Travelers Express Agency of Buffalo, Inc., who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of New York.

Witness my hand and the seal of Travelers Express Agency of Buffalo, Inc., this 15 day of December, 1965.

TRAVELERS EXPRESS AGENCY OF
BUFFALO, INC.
NEW YORK

B. J. Schwartz
Secretary

I, B. J. Schwartz, secretary of Travelers Express Agency of New York, Inc., a New York corporation, hereby certify, as such secretary and under the seal of that corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of said Travelers Express Agency of New York, Inc., in accordance with the laws of the State of New York, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Travelers Express Agency of New York, Inc., who have duly executed a unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of New York.

Witness my hand and the seal of Travelers Express Agency of New York, Inc., this 15 day of December, 1965.

TRAVELERS EXPRESS AGENCY OF
NEW YORK, INC.
NEW YORK

B. J. Schwartz
Secretary

I, V. M. Irwin, secretary of Travelers Express Company of Oregon, an Oregon corporation, hereby certify, as such secretary and under the seal of said corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Travelers Express Company of Oregon, in accordance with the laws of the State of Oregon, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Travelers Express Company of Oregon, who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of Oregon.

Witness my hand and the seal of Travelers Express Company of Oregon, this 27 day of Dec, 1965.

TRAVELERS EXPRESS COMPANY OF OREGON
OREGON

V. M. Irwin
Secretary

I, B. J. Schwartz, secretary of Bondified, Inc., a Pennsylvania corporation, hereby certify, as such secretary and under the seal of that corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Bondified, Inc., in accordance with the laws of the State of Pennsylvania, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Bondified, Inc., who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of Pennsylvania.

Witness my hand and the seal of Bondified, Inc., this 11 day of Dec, 1965.

BONDIFIED, INC.
PENNSYLVANIA

B. J. Schwartz
Secretary

I, V. M. Irwin, secretary of Travelers Express Company of Utah, a Utah corporation, hereby certify, as such secretary and under the seal of that corporation that the Agreement and Plan of Merger to which this certificate is attached after being duly considered and signed by a majority of the directors of Travelers Express Company of Utah, in accordance with the laws of the State of Utah, and by all or a majority of the directors of each of the other corporations which are parties to the proposed merger, in accordance with the laws of their respective states of incorporation, was duly submitted to and unanimously approved and adopted by all of the holders of the outstanding shares of capital stock of Travelers Express Company of Utah, who have duly executed their unanimous written consent to said Agreement and Plan of Merger, in accordance with the laws of the State of Utah.

Witness my hand and the seal of Travelers Express Company of Utah, this 27 day of Dec, 1965.

TRAVELERS EXPRESS COMPANY OF UTAH
UTAH

V. M. Irwin
Secretary

The foregoing Agreement and Plan of Merger having been duly executed by at least a majority of the directors of each of the constituent corporations in the manner prescribed by the laws of their respective states of incorporation, and having been approved and adopted by the shareholders of each of the constituent corporations in accordance with the laws of their respective states of incorporation, the President or Vice-President and Secretary or Assistant Secretary of each of the constituent corporations, do hereby execute this Agreement and Plan of Merger under their respective corporate seals, by authority of their respective directors and shareholders as the act, deed, and agreement of each of the constituent corporations, on this the 21 day of December, 1945.

TRAVELERS EXPRESS COMPANY, INC.

ATTEST:

J. E. Dalldorf
Jere E. Dalldorf, Secretary

By: A. S. Moore
Arthur S. Moore, President

BONDIFIED, INC. (ALA.)

ATTEST:

B. S. Cronlund
B. S. Cronlund, Secretary

By: R. S. McIver
R. S. McIver, President

TRAVELERS EXPRESS COMPANY OF ARIZONA

ATTEST:

V. M. Irwin
V. M. Irwin, Secretary

By: C. F. Mullen
C. F. Mullen, President

CURRENCY SERVICES, INC.

ATTEST:

V. M. Irwin
V. M. Irwin, Secretary

By: C. F. Mullen
C. F. Mullen, President

TRAVELERS EXPRESS COMPANY OF CALIFORNIA

ATTEST:

V. M. Irwin
V. M. Irwin, Secretary

By: C. F. Mullen
C. F. Mullen, President

TRAVEX SALES OF SAN FRANCISCO

ATTEST:

12/1 V. M. Irwin
V. M. Irwin, Secretary

By: 12/1 C. F. Mullen
C. F. Mullen, President

BONDIFIED SYSTEMS, INCORPORATED

ATTEST:

12/1 J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: 12/1 A. S. Moore
A. S. Moore, Vice President

CURRENCY SERVICES, INC. OF MICHIGAN

ATTEST:

12/1 J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: 12/1 A. S. Moore
A. S. Moore, President

DRAFTCHEX, INC.

ATTEST:

12/1 B. J. Schwartz
B. J. Schwartz, Secretary

By: 12/1 A. S. Moore
A. S. Moore, Vice President

TRAVELERS EXPRESS AGENCIES, INC.

ATTEST:

12/1 J. E. Dalldorf
J. E. Dalldorf, Secretary

By: 12/1 A. S. Moore
A. S. Moore, President

BONDIFIED SYSTEMS, INC.

ATTEST:

12/1 J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: 12/1 A. S. Moore
A. S. Moore, Vice President

TRAVELERS EXPRESS COMPANY OF COLORADO, INC.

ATTEST:

12/1 J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: 12/1 A. S. Moore
A. S. Moore, President

TRAVELERS EXPRESS COMPANY OF KANSAS, INC.

ATTEST:

12/1 J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: 12/1 A. S. Moore
A. S. Moore, President

TRAVELLERS EXPRESS COMPANY
OF MINNESOTA, INC.

ATTEST:

J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: A. S. Moore
A. S. Moore, President

BONDIFIED LOUISIANA CORPORATION

ATTEST:

J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: A. S. Moore
A. S. Moore, Vice President

BONDIFIED MISSOURI CORPORATION

ATTEST:

J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: A. S. Moore
A. S. Moore, Vice President

BONDIFIED MONEY ORDER CORPORATION

ATTEST:

J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: A. S. Moore
A. S. Moore, Vice President

BONDIFIED OKLAHOMA CORPORATION

ATTEST:

J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: A. S. Moore
A. S. Moore, Vice President

CURRENCY SERVICES, INC.

ATTEST:

J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: A. S. Moore
A. S. Moore, Vice President

DATA, INCORPORATED

ATTEST:

B. J. Schwartz
B. J. Schwartz, Secretary

By: A. S. Moore
A. S. Moore, Vice President

TRAVELERS EXPRESS AGENCY OF
NEW JERSEY, INC.

ATTEST:

B. J. Schwartz
B. J. Schwartz, Secretary

By: A. S. Moore
A. S. Moore, Vice President

TRAVELERS EXPRESS AGENCY OF
BUFFALO, INC.

ATTEST:

15/ J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: 15/ A. S. Moore
A. S. Moore, Vice President

TRAVELERS EXPRESS AGENCY OF
NEW YORK, INC.

ATTEST:

15/ J. E. Dalldorf
J. E. Dalldorf, Assistant Secretary

By: 15/ A. S. Moore
A. S. Moore, Vice President

TRAVELERS EXPRESS COMPANY OF
OREGON

ATTEST:

15/ V. M. Irwin
V. M. Irwin, Secretary

By: 15/ C. F. Mullen
C. F. Mullen, President

BONDIFIED, INC.

ATTEST:

15/ B. J. Schwartz
B. J. Schwartz, Secretary

By: 15/ R. S. McIver
R. S. McIver, President

TRAVELERS EXPRESS COMPANY OF
UTAH

ATTEST:

15/ V. M. Irwin
V. M. Irwin, Secretary

By: 15/ C. F. Mullen
C. F. Mullen, President

ACKNOWLEDGEMENTS

STATE OF Massachusetts)
COUNTY OF Worcester) SS:

A. S. Moore and J. E. Dalldorf being first duly sworn, on oath depose and say: that they are respectively the president and assistant secretary of Travelers Express Company, Inc., one of the constituent corporations named in the foregoing instrument; that said instrument contains a true statement of the action of the shareholders and board of directors of said corporation, duly held as aforesaid; that the seal attached is the corporate seal of said corporation; that said instrument is executed on behalf of said corporation; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Subscribed and sworn to
before me this 14
day of Dec., 1965.

A. S. Moore
J. E. Dalldorf
A. S. Moore
J. E. Dalldorf

M. S. Coe
Notary Public

My commission expires Aug. 1, 1968

STATE OF New Jersey)
COUNTY OF Essex) ss.

I, Paul H. Heston a notary public, in and for said state and county do hereby certify that R. S. McIver and B. S. Cronlund whose names as president and secretary of Bondified, Inc. (Ala.), one of the constituent corporations named in the foregoing instrument are signed to the foregoing instrument and who are known to me, have acknowledged before me this day that being informed of the contents of said instrument, they as such officers and with full authority executed the same voluntarily for and as the act of said corporation.

Given under my hand and notarial seal this 17 day of Dec., 1965.

Paul H. Heston
Notary Public

STATE OF California)
COUNTY OF Los Angeles) ss.

On this the 27 day of Dec., 1965, before me John Marshall, the undersigned officer, personally appeared C. F. Mullen, who acknowledged himself to be the President of Travelers Express Company of Arizona, a corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

In witness whereof I hereunto set my hand and official seal.

(My commission expires 1-5-68)

John Marshall
Notary Public

STATE OF California)
COUNTY OF San Diego) ss.

On this 27 day of December, 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared C. F. Mullen, known to me to be the President and V. M. Irwin, known to me to be the Secretary of Currency Services, Inc., a California corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of said corporation, and acknowledged to me that said corporation executed the same.

WITNESS my hand and official seal.

[Signature]
Notary Public

Notary Public in and for the State
of California, with com-
mission issued for San Diego County.

STATE OF California)
COUNTY OF San Diego) ss.

On this 27 day of December, 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared C. F. Mullen, known to me to be the President and V. M. Irwin, known to me to be the Secretary, of Travelers Express Company of California, a California corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of said corporation, and acknowledged to me that said corporation executed the same.

WITNESS my hand and official seal.

[Signature]
Notary Public

Notary Public in and for the State
of California, with com-
mission issued for San Diego County.

STATE OF California)
COUNTY OF San Diego) ss.

On this 27 day of December, 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared C. F. Mullen, known to me to be the President, and V. M. Irwin, known to me to be the Secretary, of Travex Sales of San Francisco, a California corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of said corporation, and acknowledged to me that said corporation execute the same.

WITNESS my hand and official seal.

[Signature]
Notary Public

Notary Public in and for the State
of California, with com-
mission issued for San Diego County.

STATE OF Michigan)
COUNTY OF Lapeer) ss.

On this 14 day of Dec, 1961, before me appeared A. S. Moore, to me personally known, who, being by me duly sworn, did say that he is the Vice-President of Bondified Systems, Incorporated, one of the constituent corporations named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors and said A. S. Moore, acknowledged said instrument to be the free act and deed of said corporation.

[Signature]
Notary Public

(My commission expires Aug 15 1962)

STATE OF Michigan)
COUNTY OF Lapeer) ss.

On this 14 day of Dec, 1961, before me, a Notary Public in and for said county, in the state aforesaid, personally appeared A. S. Moore, known to me to be the president and J. E. Dalldorf, known to me to be the assistant secretary of Currency Services, Inc. of Michigan, a corporation organized and existing under the Michigan General Corporation Act, and known to me to be the persons whose names are subscribed to the foregoing Agreement and Plan of Merger as such president and as such assistant secretary, and they acknowledged that they signed, sealed, and delivered the Agreement and Plan of Merger as their free and voluntary act, as such president and as such assistant secretary, and as their free and voluntary act, deed, and agreement of the corporation, for the uses and purposes therein set forth, and further acknowledged the Agreement and Plan of Merger to be the act, deed, and agreement of said corporation, all by authority of the board of directors of the corporation and by authority of a resolution adopted by ballot, at a special meeting of the shareholders duly called and held as required by the provisions of Section 52 of the Michigan General Corporation Act, by the affirmative vote of the holders of at least two-thirds of the total number of outstanding shares.

[Signature]
Notary Public

STATE OF Michigan)
COUNTY OF Washtenaw) SS

On this 12 day of December, 1965, before me, a Notary Public in and for said county, in the state aforesaid, personally appeared A. S. Moore, known to me to be the vice-president and B. J. Schwartz, known to me to be the secretary of Drafcchex, Inc., a corporation organized and existing under the Michigan General Corporation Act, and known to me to be the persons whose names are subscribed to the foregoing Agreement and Plan of Merger as such vice-president and as such secretary, and they acknowledged that they signed, sealed, and delivered the Agreement and Plan of Merger as their free and voluntary act, as such vice-president and as such secretary, and as their free and voluntary act, deed, and agreement of the corporation, for the uses and purposes therein set forth, and further acknowledged the Agreement and Plan of Merger to be the act, deed, and agreement of said corporation, all by authority of the board of directors of the corporation and by authority of a resolution adopted by ballot, at a special meeting of the shareholders duly called and held as required by the provisions of Section 52 of the Michigan General Corporation Act, by the affirmative vote of the holders of at least two-thirds of the total number of outstanding shares.

[Signature]
Notary Public

STATE OF Michigan)
COUNTY OF Washtenaw) SS

A. S. Moore and J. E. Dalldorf being first duly sworn, on oath depose and say: that they are respectively the president and secretary of Travelers Express Agencies, Inc., one of the constituent corporations named in the foregoing instrument; that said instrument contains a true statement of the action of the shareholders and board of directors of said corporation, duly held as aforesaid; that the seal attached is the corporate seal of said corporation; that said instrument is executed on behalf of said corporation; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

[Signature]
A. S. Moore

[Signature]
J. E. Dalldorf

Subscribed and sworn to before me
this 12 day of December, 1965.

[Signature]
Notary Public
My commission expires January 1967

STATE OF Minnesota)
COUNTY OF Hennepin) SS:

A. S. Moore and J. E. Dalldorf being first duly sworn, on oath depose and say: that they are respectively the vice president and assistant secretary of Bondified Systems, Inc., one of the constituent corporations named in the foregoing instrument; that said instrument contains a true statement of the action of the shareholders and board of directors of said corporation, duly held as aforesaid; that the seal attached is the corporate seal of said corporation; that said instrument is executed on behalf of said corporation; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Subscribed and sworn to before me
this 16 day of June, 1965.

[Signature]
Notary Public

[Signature]
A. S. Moore
[Signature]
J. E. Dalldorf

My commission expires August 1968.

STATE OF Minnesota)
COUNTY OF Hennepin) SS:

A. S. Moore and J. E. Dalldorf being first duly sworn, on oath depose and say: that they are respectively the president and assistant secretary of Travelers Express Company of Colorado, Inc., one of the constituent corporations named in the foregoing instrument; that said instrument contains a true statement of the action of the shareholders and board of directors of said corporation, duly held as aforesaid; that the seal attached is the corporate seal of said corporation; that said instrument is executed on behalf of said corporation; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Subscribed and sworn to before me
this 16 day of June, 1965.

[Signature]
Notary Public

[Signature]
A. S. Moore
[Signature]
J. E. Dalldorf

My commission expires August 1968.

STATE OF Minnesota)
COUNTY OF Winona) SS:

A. S. Moore and J. E. Dalldorf being first duly sworn, on oath depose and say: that they are respectively the president and assistant secretary of Travelers Express Company of Kansas, Inc., one of the constituent corporations named in the foregoing instrument; that said instrument contains a true statement of the action of the shareholders and board of directors of said corporation, duly held as aforesaid; that the seal attached is the corporate seal of said corporation; that said instrument is executed on behalf of said corporation; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Subscribed and sworn to before me
this 16 day of Dec., 1965.

[Signature]
Notary Public

[Signature]
A. S. Moore
[Signature]
J. E. Dalldorf

My commission expires Aug 12 1968

STATE OF Minnesota)
COUNTY OF Winona) SS:

A. S. Moore and J. E. Dalldorf being first duly sworn, on oath depose and say: that they are respectively the president and assistant secretary of Travelers Express Company of Minnesota, Inc., one of the constituent corporations named in the foregoing instrument; that said instrument contains a true statement of the action of the shareholders and board of directors of said corporation, duly held as aforesaid; that the seal attached is the corporate seal of said corporation; that said instrument is executed on behalf of said corporation; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

Subscribed and sworn to before me
this 16 day of Dec., 1965.

[Signature]
Notary Public

[Signature]
A. S. Moore
[Signature]
J. E. Dalldorf

My commission expires Aug 12 1968

STATE OF Mississippi)
COUNTY OF Leflore) ss.

On this 16 day of Dec, 1941, before me appeared A. S. Moore, to me personally known, who, being by me duly sworn, did say that he is the vice president of Bondified Louisiana Corporation and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and said A. S. Moore, acknowledged said instrument to be the free act and deed of said corporation.

W. M. S. Hollington
Notary Public

(My term expires Aug 11 1945)

STATE OF Mississippi)
COUNTY OF Leflore) ss.

On this 16 day of Dec, 1941, before me appeared A. S. Moore, to me personally known, who, being by me duly sworn, did say that he is the vice president of Bondified Missouri Corporation and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and said A. S. Moore, acknowledged said instrument to be the free act and deed of said corporation.

W. M. S. Hollington
Notary Public

(My term expires Aug 11 1945)

STATE OF Mississippi)
COUNTY OF Leflore) ss.

On this 16 day of Dec, 1941, before me appeared A. S. Moore, to me personally known, who, being by me duly sworn, did say that he is the vice president of Bondified Money Order Corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and said A. S. Moore, acknowledged said instrument to be the free act and deed of said corporation.

W. M. S. Hollington
Notary Public

(My term expires Aug 11 1945)

STATE OF Minnesota)
COUNTY OF Scandinavia) SS

On this 16 day of Dec., 1963, before me appeared A. S. Moore, to me personally known, who, being by me duly sworn, did say that he is the vice president of Bondified Oklahoma Corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and said A. S. Moore, acknowledged said instrument to be the free act and deed of said corporation.

By M. S. Cunningham
Notary Public

(My term expires Aug. 16, 1968)

STATE OF Minnesota)
COUNTY OF Scandinavia) SS

Be it remembered that on the 16 day of Dec., in the year of our Lord, 1963, before me, the subscriber, a notary public in and for the state of Minnesota, personally appeared J. E. Dalldorf, to me known, who being by me duly sworn according to law, on his oath does depose and say that he is the assistant secretary of and well knows the seal of Currency Services, Inc., one of the constituent corporations which executed the foregoing instrument, that the seal affixed to the said instrument is the corporate seal of said corporation, that it was so affixed by order of the corporation; that A. S. Moore is the vice president of the said corporation; that he saw the said A. S. Moore, as such vice president, sign and execute said instrument and affix said seal thereto.

By M. S. Cunningham
Notary Public

STATE OF Minnesota)
COUNTY OF Scandinavia) SS

Be it remembered that on the 14 day of Dec., in the year of our Lord 1963, before me, the subscriber, a notary public in and for the state of Minnesota, personally appeared B. J. Schwartz, to me known, who being by me duly sworn according to law, on his oath does depose and say that he is the secretary of and well knows the seal of Data, Incorporated, one of the constituent corporations which executed the foregoing instrument, that the seal affixed to the said instrument is the corporate seal of the said corporation, that it was so affixed by order of the corporation; that A. S. Moore is the vice president of the said corporation; that he saw the said A. S. Moore, as such vice president, sign and execute said instrument and affix said seal thereto.

By M. S. Cunningham
Notary Public

STATE OF Minnesota)
COUNTY OF Superior) SS

Be it remembered that on the 16 day of December, in the year of our Lord 1961, before me, the subscriber, a notary public in and for the state of Minnesota, personally appeared B. J. Schwartz, to me known, who being by me duly sworn according to law, on his oath does depose and say that he is the secretary of and well knows the seal of Travelers Express Agency of New Jersey, Inc., one of the constituent corporations which executed the foregoing instrument, that the seal affixed to the said instrument is the corporate seal of the said corporation; that it was so affixed by order of the corporation; that A. S. Moore is the vice president of the said corporation; that he saw the said A. S. Moore, as such vice president, sign and execute said instrument and affix said seal thereto.

L. M. S. Coalington
Notary Public

STATE OF Minnesota)
COUNTY OF Superior) SS

On the 16 day of December, in the year 1961, before me personally came A. S. Moore, to me known, who, being by me duly sworn, did depose and say that he is the vice president of Travelers Express Agency of Buffalo, Inc., one of the constituent corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation; and that he signed his name thereto by like order.

L. M. S. Coalington
Notary Public

STATE OF Minnesota)
COUNTY OF Superior) SS

On the 16 day of December, in the year 1961, before me personally came A. S. Moore, to me known, who, being by me duly sworn, did depose and say that he is the vice president of Travelers Express Agency of New York, Inc., one of the constituent corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation; and that he signed his name thereto by like order.

L. M. S. Coalington
Notary Public

STATE OF California)
COUNTY OF Los Angeles) SS:

I, Sam Marshall, a Notary Public, do hereby certify that on this 21 day of Dec, 1945, personally appeared before me C. F. Mullen, who declares he is the president of Travelers Express Company of Oregon, a corporation organized under the laws of the State of Oregon, one of the constituent corporations executing the foregoing document, and who being by me first duly sworn, declared that he signed the foregoing document as such officer of said corporation and, that the statements therein contained are true.

Sam Marshall
Notary Public

My commission expires 1-1-48

STATE OF Mississippi)
COUNTY OF Itasca) SS.

On this the 17 day of Dec, 1945, before me, Sam Marshall, the undersigned officer, personally appeared R. S. McIver, who acknowledged himself to be the president of Bondified, Inc., a corporation, and that he, as such president, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as president.

In witness whereof I hereunto set my hand and official seal.

Sam Marshall
Notary Public

(My commission expires June 1946)

STATE OF California)
COUNTY OF Los Angeles) SS.

Before me, Sam Marshall, a Notary Public in and for the said County and State, personally appeared C. F. Mullen who acknowledged before me that he is the president of Travelers Express Company of Utah, a Utah corporation and that he signed the foregoing document as his free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof I have hereunto set my hand and seal this 21 day of Dec, A.D. 1945.

My commission expires 1-1-48

Sam Marshall
Notary Public