

# EXHIBIT B

**CERTIFICATE OF INCORPORATION**  
**OF**  
**TELEFÓNICA DATA USA, INC.**

**FIRST:** The name of the corporation is **TELEFÓNICA DATA USA, INC.** (the "Corporation").

**SECOND:** The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at this address is the Corporation Service Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock that the Corporation shall have authority to issue is one hundred (100), all of which shall be common stock of one class, at a par value of ten dollar(s) (\$10.00) per share, and having an aggregate par value of one thousand dollars (\$1,000).

**FIFTH:** The name and mailing address of the sole incorporator is Roberto Dañino c/o Wilmer, Cutler & Pickering, 2445 M Street, N.W., Washington, D.C. 20037.

**SIXTH:** The Corporation shall be managed by or under the direction of the Board of Directors which shall exercise all powers conferred under the laws of Delaware. No director need be a stockholder. Each director shall hold office until the next annual meeting of stockholders and until his/her successor is elected and qualified, or until his/her resignation, removal or disqualification. Elections of directors of the Corporation need not be by written ballot unless the bylaws so provide.

**SEVENTH:** (a) The Corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the name of the Corporation), by reason of his acting as a director or officer of the Corporation or, at the request of the Corporation, in any other capacity for or on behalf of the Corporation (and the Corporation, in the discretion of the Board of Directors, shall indemnify a person by reason of the fact that he is or was an employee of the Corporation) against any liability or expense actually and reasonably incurred by such person in respect thereof. Such indemnification is not exclusive of any other right to indemnification provided by law or otherwise. The right to indemnification conferred by this Section shall be deemed to be a contract between the Corporation and each person referred to herein.

(b) No amendment to repeal these provisions shall apply to or have any effect on the liability or alleged liability of any person for, or with respect to, any acts or omissions of such person occurring prior to such amendment.

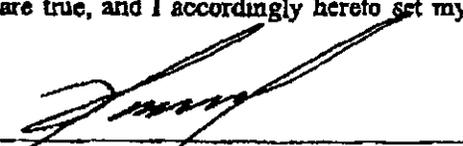
**EIGHTH:** A director of the Corporation shall under no circumstances have any personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, ~~provided, however,~~ that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

**NINTH:** The directors shall have concurrent power to make, alter, amend, change, add to or repeal the bylaws of the Corporation. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the statutes of Delaware, this Certificate of Incorporation, and any bylaws adopted by the stockholders; ~~provided, however,~~ that no bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such bylaws had not been adopted.

**TENTH:** Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the Corporation may be kept (subject to any provisions contained in the statutes of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

**ELEVENTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereinafter prescribed by statute.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein stated are true, and I accordingly hereto set my hand this 14th day of December, 1999.

  
\_\_\_\_\_  
Roberto Daffino  
Incorporator

STATEMENT  
OF  
SOLE INCORPORATOR  
OF  
TELEFÓNICA DATA USA, INC.  
(a Delaware corporation)

The certificate of incorporation of this corporation having been filed in the office of the Secretary of State, the undersigned, being the sole incorporator named in said certificate and acting pursuant to Section 107 of the Delaware General Corporation Law, does hereby state that the following actions were taken on this day for the purpose of organizing this corporation:

RESOLVED, That the following persons be and hereby are elected Directors of the Corporation to hold their positions until the next Annual Meeting of the Shareholders and until their successors have been duly elected and qualified or until their earlier resignation, removal from office or death:

Guillermo Fernández Vidal  
José Luis Guezuraga Villa  
Rafael Sagrario Durán

Dated: December 15, 1999

  
\_\_\_\_\_  
Roberto Daño  
Incorporator

TELEFÓNICA DATA USA, INC.

WRITTEN ACTION OF THE BOARD OF DIRECTORS  
IN LIEU OF A MEETING

✓ The undersigned, being the directors of TELEFÓNICA DATA USA, INC., a Delaware corporation (the "Corporation"), acting in lieu of a meeting of the Board of Directors of the Corporation pursuant to Section 108 and 141(f) of the General Corporation Law of the State of Delaware (the "Act"), hereby take the following actions and adopt the following resolutions, which actions and resolutions shall have the same force and effect as if taken by affirmative vote at a meeting of the Board of Directors of the Corporation duly called and held under the Act, and direct the Secretary of the Corporation to cause this Written Action to be filed with the minutes of proceedings of the Board of Directors of the Corporation.

Bylaws

RESOLVED, That the Bylaws presented to and reviewed by the Board of Directors be and hereby are adopted as the Bylaws of the Corporation, and it is directed that a copy thereof be inserted in the Minute Book of the Corporation.

Number of Directors

RESOLVED, That pursuant to Article III, Section 2 of the Bylaws, the number of Directors shall be three (3).

✓ Election of Officers

RESOLVED, That the following persons be and hereby are elected to be officers of the Corporation to hold their respective positions until the next Annual Meeting of the Board of Directors and until their respective successors have been duly elected and qualified or until their earlier resignation, removal from office.

<u>Name</u>	<u>Office(s)</u>
Guillermo Fernández Vidal	President
José Luis Guezuraga Villa	Vice President
José Francisco Estevez Rodriguez	Secretary and Treasurer

Form of Stock Certificate

RESOLVED, That the form of stock certificate to be used by the Corporation, a copy of which has been presented to the Board of Directors, be and hereby is approved and adopted, and it is directed that a specimen copy thereof be inserted in the Minute Book of the Corporation.

Common Stock Issuance

RESOLVED, that the original subscription from Telefónica Data, S.A. (the "Stockholder") to purchase 100 shares of Common Stock as of December 15, 1999 hereby is accepted.

RESOLVED, that the officers of the Corporation hereby are authorized, for and on behalf of the Corporation, to cause the shares of Common Stock so subscribed and called for payment to be issued in fact to the Stockholder upon receipt in cash of the consideration for such shares and to execute and deliver to the Stockholder of the Corporation a certificate, in the appropriate form adopted, evidencing the number of the fully paid shares of Common Stock of the Corporation held by the Stockholder.

Foreign Qualification

RESOLVED, that for the purpose of authorizing the Corporation to do business under the Corporation's name in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the officers of the Corporation hereby are, and each of them hereby is, authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required or appropriate under the laws of such state, territory, dependency or country, to authorize the Corporation to transact business therein and, whenever it is expedient for the Corporation to cease doing business therein, to withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment or surrender of authority of the Corporation to do business in any such state, territory, dependency or country, and if in connection with the foregoing any particular form of resolution shall be required, such resolution shall be deemed hereby adopted, provided that a copy of such resolution shall be inserted in the minute book of the Corporation following this Consent of Directors and that the Secretary of the Corporation is authorized to certify such resolution as having been adopted by this Consent of Directors.

Taxpayer Registration

RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to file such instruments as may be necessary for registration under the tax laws and regulations of the United States and of any other jurisdiction in which the Corporation establishes an office or transacts business, and that all actions previously taken in furtherance thereof by the officers or incorporator of the Corporation be and hereby are ratified and approved.

Fiscal Year

RESOLVED, that the fiscal year of the Corporation shall be the twelve months ended December 31 in each year.

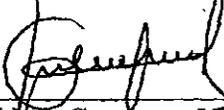
✓ General

RESOLVED, that the officers of the Corporation hereby are, and each of them hereby is, authorized, for and on behalf of the Corporation, to execute, deliver, file, acknowledge and record any and all such documents and instruments, and to take or cause to be done any and all such other things as they, or any of them, may deem necessary or desirable to effectuate and carry out the resolutions adopted hereby.

EXECUTED as of this 17th day of December 1999.

TELEFÓNICA DATA USA, INC.

  
\_\_\_\_\_  
Guillermo Fernández Vidal, Director

  
\_\_\_\_\_  
José Luis Guezuraga Villa, Director

  
\_\_\_\_\_  
Rafael Sagrario Durán, Director

December 17, 1999

TELEFÓNICA DATA USA, INC.  
Beatriz de Bobadilla 142 Izq.  
28040 Madrid - Spain

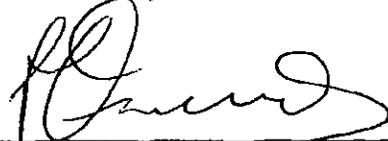
Re: Stock Subscription

Dear Sirs:

The undersigned hereby offers to subscribe for and purchase One Hundred (100) shares of Common Stock (\$10.00 par value) of Telefónica Data USA, Inc. at a price of \$10.00 per share or \$1,000.00 in the aggregate payable in cash.

Very truly yours,

Telefónica Data, S.A.



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By: Guillermo Fernández Vidal  
Title: Managing Director

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEFONICA DATA USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELEFONICA DATA USA, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3141789 8300

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AUTHENTICATION: 0181958

DATE: 01-05-00

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APPLICATION FOR AUTHORITY  
OF  
TELEFONICA DATA USA, INC.

Section 1304 of the Business Corporation Law

JAN 7 10 30 AM '00

FILED

JAN 6 3 56 PM '00

RECEIVED

JAN 7 10 30 AM '00

FILED

Filer: Wilmer, Cutler & Pickering  
2445 M Street, N.W.  
Washington, DC 20037

539 5943 AM Cut. Roff

Draughtman

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

JAN 07 2000

FILED  
TAXS  
BY:

WAP  
NY

3

000107000 181

10326



**FLORIDA DEPARTMENT OF STATE**  
**Katherine Harris**  
Secretary of State

January 6, 2000

**ANGIE GLISAR**  
**CSC NETWORKS**  
**TALLAHASSEE, FL**

Qualification documents for **TELEFONICA DATA USA, INC.** were filed on January 6, 2000 and assigned document number F00000000095. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Buck Kohr  
Corporate Specialist  
Division of Corporations

Letter Number: 000A00000725

Account number: 072100000032

Account charged: 70.00

**TRANSMITTAL LETTER**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN -6 PM 1:17

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: TELEFÓNICA DATA USA, INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Augusto Repetto  
(Name of Person)  
Wilmer, Cutler & Pickering  
(Firm/Company)  
2445 M Street, N.W.  
(Address)  
Washington, D.C. 20037  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Augusto Repetto at ( 202 ) 663-6177  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee       \$78.75 Filing Fee & Certificate of Status       \$78.75 Filing Fee & Certified Copy       \$87.50 Filing Fee, Certificate of Status & Certified Copy



**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_

José Francisco Estevez Rodríguez, Secretary and Treasurer

(Typed or printed name and capacity of person signing application)

RECEIVED STATE  
UNIVERSITY OF CALIFORNIA  
00 JAN - 6 PM 1:17

LIBRARY OF STATE  
DEPARTMENT OF CORPORATIONS  
00 JAN - 6 PM 1: 17

Directors and Officers of TELEFONICA DATA USA, INC.

Guillermo Fernández Vidal	Director and President	Gran Vía 28 28013 Madrid, Spain
José Luis Guezuraga Villa	Director and Vice President	Beatriz de Bobadilla 14 28040 Madrid, Spain
Rafael Sagrario Durán	Director	Beatriz de Bobadilla 14 28040 Madrid, Spain
José Francisco Estévez Rodríguez	Secretary and Treasurer	Beatriz de Bobadilla 14 28040 Madrid, Spain

DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE  
PHILADELPHIA PA 19255

DATE OF THIS NOTICE: 02-15-2000  
NUMBER OF THIS NOTICE: CP 575 A  
EMPLOYER IDENTIFICATION NUMBER: 52-2215332  
FORM: SS-4  
2877728732 B

FOR ASSISTANCE CALL US AT:  
1-800-829-1040

TELEFONICA DATA USA INC  
% WILMER CUTLER & PICKERING  
2445 M ST N W  
WASHINGTON DC 20037

OR WRITE TO THE ADDRESS  
SHOWN AT THE TOP LEFT.

IF YOU WRITE, ATTACH THE  
STUB OF THIS NOTICE.

**WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)**

Thank you for your Form SS-4, Application for Employer Identification Number (EIN). We assigned you EIN 52-2215332. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Use your complete name and EIN as shown above on all federal tax forms, payments, and related correspondence. If you use any variation in your name or EIN, it may cause a delay in processing, incorrect information in your account, or cause you to be assigned more than one EIN.

Based on the information shown on your Form SS-4, you must file the following forms(s) by the date we show.

Form 1120

03/15/2001

Please file your Form by the due date shown above. If the due date above has passed and you have not yet filed, please file your Form by 03-01-2000. If we don't receive your form by that date, we will charge additional penalties and interest. We charge penalties and interest from the due date of the return until it is filed.

Your assigned tax classification is based on information obtained from your Form SS-4. It is not a legal determination of your tax classification and is not binding on the Service. If you want a determination on your tax classification, you may seek a private letter ruling from the Service under the procedures set forth in Rev. Proc. 98-01, 1998-1 I.R.B. 7 (or the superceding revenue procedure for the year at issue).

If you need help in determining what your tax year is, you can get Publication 538, Accounting Periods and Methods, at your local IRS office.

If you have any questions about the forms shown or the date they are due, you may call us at 1-800-829-1040 or write to us at the address shown above.

If you're required to deposit for employment taxes (Forms 941, 943, 940, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), we will send an initial supply of Federal Tax Deposit (FTD) coupon books within six weeks. You can use the enclosed coupons if you need to make a deposit before you receive your supply. Start your business off right - pay your taxes the easy way. Pay through the Electronic Federal Tax Payment System (EFTPS). For information about EFTPS, call 1-800-829-3676 and request Publication 966, EFTPS Answers to the Most Commonly Asked Questions.



New York State Department of  
**Taxation and Finance**  
 Processing Division - Corporation Tax  
 W A Harriman Campus  
 Albany New York 12227

**Corporation Tax Account Information**  
 If corrections in our records are  
 necessary return this form as soon as  
 possible to ensure proper identification.

TELEFONICA DATA USA, INC.  
 ATTN: AUGUSTO REP  
 2445 M STREET, N.W.  
 WASHINGTON DC 20037

Identification Number  
 TF-1503073

File Number  
 AA3\*

Current Filing Period  
 12-31-00

1. Correct Physical Address  
  
 1A. Correct Mailing Address

2. Federal or Corrected Employer ID Number  
 52-2215332

3.  - Not required to apply for a Federal EIN

4. Correct/New Filing Period

The computer printed identification number and file number above is currently being used to identify your Corporation Tax account. When a taxpayer does not have a federal employer identification number, the New York State Tax Department assigns a number prefixed by the letters TF.

If you do not have a federal employer identification number, and a TF prefixed number is printed above, use this identification number when applying for a Sales and Use Tax Certificate of Authority and/or filing returns for New York State Employers Income Tax Withheld.

- Box 1, 1A - Enter the correct physical and/or mailing address, if different from above.
- Box 2 - Enter your federal employer ID number. If you have applied for a federal EIN but have not yet received one, keep this form and return it when the information is available.
- Box 3 - Check this box if you are not required by the Internal Revenue Service to apply for a federal employer ID number.
- Box 4 - If the computer printed filing period above is incorrect, enter the correct/new period. (See additional information on the back of this form.)

If you have business tax account(s) with ID number(s) other than the number shown in the box labeled "Identification Number" above enter the information below.

A. Sales & Use Tax ID Number \_\_\_\_\_  
 B. Withholding Tax ID Number \_\_\_\_\_

You may request a Sales Tax registration packet and/or a new employer packet by calling the telephone numbers below.

If you have made any corrections or have entered any account information for A or B above, return this form in the enclosed preaddressed envelope.

For information regarding your corporation tax filing requirements, refer to the instructions on the back of this form.

**Corporation Tax Section**

If you are located	For forms and publications call	For information call
Inside New York State	1-800-462-8100 TOLL FREE	1-800-225-5629 TOLL FREE
Outside New York State	(518) 485-6800	(518) 485-6800



New York State Department of  
**Taxation and Finance**  
 Processing Division - Corporation Tax  
 W A Harriman Campus  
 Albany New York 12227

**Corporation Tax Account Information**  
 If corrections in our records are  
 necessary return this form as soon as  
 possible to ensure proper identification.

TELEFONICA DATA USA, INC.  
 ATTN: AUGUSTO REP  
 2445 M STREET, N.W.  
 WASHINGTON DC 20037

Identification Number <b>52-2215332</b>	File Number <b>AA2*</b>	Current Filing Period <b>12-31-00</b>
1. Correct Physical Address  1A. Correct Mailing Address	2. Federal or Corrected Employer ID Number	
	3. <input type="checkbox"/> - Not required to apply for a Federal EIN	
	4. Correct/New Filing Period	

The computer printed identification number and file number above is currently being used to identify your Corporation Tax account. When a taxpayer does not have a federal employer identification number, the New York State Tax Department assigns a number prefixed by the letters TF.

If you do not have a federal employer identification number, and a TF prefixed number is printed above, use this identification number when applying for a Sales and Use Tax Certificate of Authority and/or filing returns for New York State Employers Income Tax Withheld.

- Box 1, 1A - Enter the correct physical and/or mailing address, if different from above.
- Box 2 - Enter your federal employer ID number. If you have applied for a federal EIN but have not yet received one, keep this form and return it when the information is available.
- Box 3 - Check this box if you are not required by the Internal Revenue Service to apply for a federal employer ID number.
- Box 4 - If the computer printed filing period above is incorrect, enter the correct/new period. (See additional information on the back of this form.)

If you have business tax account(s) with ID number(s) other than the number shown in the box labeled "Identification Number" above enter the information below.

A. Sales & Use Tax ID Number \_\_\_\_\_  
 B. Withholding Tax ID Number \_\_\_\_\_

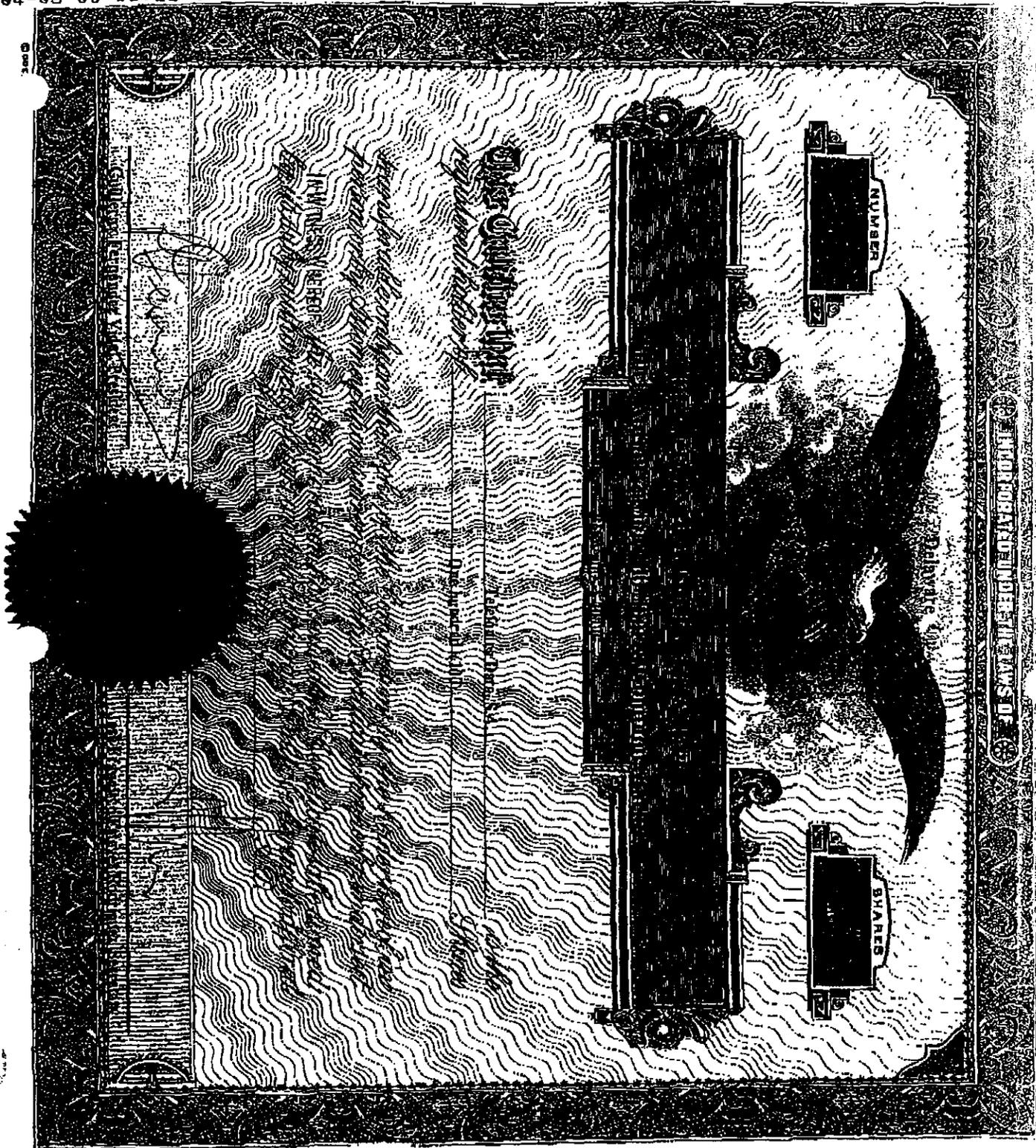
**You may request a Sales Tax registration packet and/or a new employer packet by calling the telephone numbers below.**

If you have made any corrections or have entered any account information for A or B above, return this form in the enclosed preaddressed envelope.

For information regarding your corporation tax filing requirements, refer to the instructions on the back of this form.

**Corporation Tax Section**

If you are located	For forms and publications call	For information call
Inside New York State	1-800-462-8100 TOLL FREE	1-800-225-5829 TOLL FREE
Outside New York State	(518) 485-6800	(518) 485-6800



No. 73.

**CERTIFICATE**

For *Shares*  
*Issued to*

Telebanc Data, S.A.

Dated December 15 1999  
FROM WHOM TRANSFERRED

Dated		
No. ORIGINAL CERTIFICATE	No. ORIGINAL SHARES	No. OF SHARES TRANSFERRED

Received Certificate No.  
For *Shares*  
this *day of*

INCORPORATED UNDER THE LAWS OF Delaware

NUMBER

SHARES

**TELEBANC DATA USA, INC.**  
All the Par Value Shares Common Stock

This Certificate that \_\_\_\_\_ is the registered holder of \_\_\_\_\_ Shares of Telebanc Data, S.A. One Hundred (100) Shares

transferable only upon the books of the Corporation by the holder hereof in person or by attorney upon surrender of this Certificate properly endorsed.

IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its corporate seal to hereunto be affixed this \_\_\_\_\_ day of \_\_\_\_\_ 1999.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*



**JAN 11 2000**

A handwritten signature in cursive script, appearing to read "J. Cluskey", followed by a horizontal line extending to the right.

*Special Deputy Secretary of State*

F 000107000 171

603 45

APPLICATION FOR AUTHORITY  
OF  
TELEFÓNICA DATA USA, INC.

Under Section 1304 of the Business Corporation Law

FIRST: The name of the corporation is TELEFÓNICA DATA USA, INC.

SECOND: The jurisdiction of incorporation of the corporation is Delaware. The date of incorporation of the corporation is December 14, 1999.

THIRD: The business which the corporation proposes to do in the State of New York is as follows:

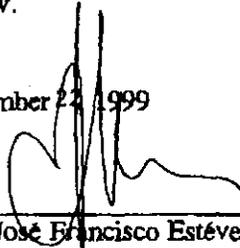
To engage in any act or activity permitted by the laws of Delaware for which corporations may be organized under the Business Corporation Law of the State of New York, provided that the corporation is not to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

FOURTH: The office of the corporation in the State of New York is to be located in the County of New York.

FIFTH: The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address without the State of New York to which the Secretary of State of the State of New York shall mail a copy of any process against the corporation served upon said Secretary of State is: TELEFÓNICA DATA USA, INC, c/o Wilmer, Cutler & Pickering, 2445 M Street, N.W., Washington, D.C. 20037, Attention: Augusto Repetto.

SIXTH: The corporation has not, since its incorporation, engaged in any activity in the State of New York except as set forth in paragraph (b) of Section 1301 of the Business Corporation Law.

Signed on December 22, 1999

By:   
Name: José Francisco Estévez Rodríguez  
Title: Secretary and Treasurer

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 19, 2002, for TELEFONICA DATA MERGER COMPANY which changed its name to TELEFONICA DATA USA, INC., the surviving Florida entity, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H02000239346. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this entity is P02000132149.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Nineteenth day of December, 2002

Authentication Code: 602A00066823-121902-P02000132149-1/1



GR2E022 (1-99)

Handwritten signature of Jim Smith in cursive script.

Jim Smith  
Secretary of State



**FLORIDA DEPARTMENT OF STATE**

**Jim Smith  
Secretary of State**

December 19, 2002

**TELEFONICA DATA USA, INC.  
221 BRICKELL AVENUE  
SUITE 600  
MIAMI, FL 33131**

Re: Document Number P02000132149

The Articles of Merger were filed December 19, 2002, for TELEFONICA DATA MERGER COMPANY which changed its name to TELEFONICA DATA USA, INC., the surviving Florida entity.

The certification you requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H02000239346.

If you should have any further questions concerning this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Aren Gibson  
Document Specialist  
Division of Corporations

Letter Number: 602A00066823

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ELEFONICA DATA U.S.A., INC., a Delaware corporation qualified in Florida,  
document number F00000000095

ELEFONICA DATA E-COMMERCE, INC., a Delaware corporation not qualified in  
Florida

ELEFONICA DATA LICENSING, INC., a Delaware corporation not qualified in  
Florida

WTO

ELEFONICA DATA MERGER COMPANY which changed its name to

ELEFONICA DATA USA, INC., a Florida entity, P02000132149

Effective date: December 19, 2002

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER  
OF  
TELEFONICA DATA USA, INC.,  
TELEFONICA DATA E-COMMERCE, INC.  
AND  
TELEFONICA DATA LICENSING, INC.  
WITH AND INTO  
TELEFONICA DATA MERGER COMPANY**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger pursuant to which Telefonica Data USA, Inc., a Delaware corporation ("TDUSA"), Telefonica Data E-Commerce, Inc., a Delaware corporation ("TDC"), and Telefonica Data Licensing, Inc., a Delaware corporation ("TDL"), shall be merged (the "Merger") with and into Telefonica Data Merger Company, a Florida corporation:

1. Telefonica Data Merger Company, a Florida corporation, shall be the surviving corporation of the Merger ("Surviving Corporation"). Telefonica Data USA, Inc., a Delaware corporation, Telefonica Data E-Commerce, Inc., a Delaware corporation, and Telefonica Data Licensing, Inc., a Delaware corporation, shall be the merging corporations (collectively, the "Merging Corporations"). A copy of the Agreement and Plan of Merger, dated as of December 18, 2002, to which each of the Merging Corporations and Surviving Corporation is a party (the "Plan of Merger") is attached hereto as Exhibit A and incorporated herein by reference.

2. The Merger shall become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida and the Certificate of Merger contemplated by the Plan of Merger is filed with the Department of State of the State of Delaware.

3. The Plan of Merger was adopted by the sole shareholder of each of TDUSA, TDC and TDL by written consent without a meeting, on December 18, 2002, in the manner prescribed by the Delaware General Corporation Law. The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation by written consent without a meeting, on December 18, 2002, in the manner prescribed by the Florida Business Corporation Act.

4. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Telefonica Data Merger Company, but Article I shall be amended and restated as follows:

**ARTICLE I- NAME AND ADDRESS**

The name of this corporation is **TELEFONICA DATA USA, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Suite 600, Miami, Florida 33131.

Used by: J. Garstenfeld, Corp. Legal Asst.,  
Stearns Weaver Miller Weissler, et al  
50 West Flagler Street, Suite 2200  
Miami, Florida 33130  
T: 305-789-3545/F: 305-789-3395

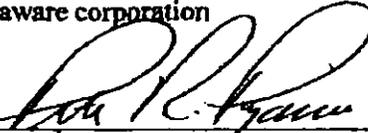
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5. These Articles of Merger may be signed in any number of counterparts, each of which will be deemed an original, and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 18<sup>th</sup> day of December, 2002.

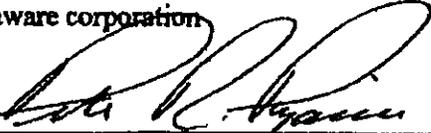
TELEFONICA DATA LICENSING, INC., a Delaware corporation

By:   
Name: PETER R. PIZELLO  
Title: CHIEF EXECUTIVE OFFICER

TELEFONICA DATA E-COMMERCE, INC., a Delaware Corporation

By:   
Name: PETER R. PIZELLO  
Title: CHIEF EXECUTIVE OFFICER

TELEFONICA DATA USA, INC., a Delaware corporation

By:   
Name: PETER R. PIZELLO  
Title: CHIEF EXECUTIVE OFFICER

TELEFONICA DATA MERGER COMPANY, a Florida corporation

By:   
Name: PETER R. PIZELLO  
Title: CHIEF EXECUTIVE OFFICER

J:\W-CO\36527\001\ART-OF-MERG

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EXHIBIT A  
**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of December 18, 2002, is entered into by and among Telefonica Data Licensing, Inc., a Delaware corporation ("TDL"), Telefonica Data E-Commerce, Inc., a Delaware corporation ("TDC"), Telefonica Data USA, Inc., a Delaware corporation ("TDUSA"), and Telefonica Data Merger Company, a Florida corporation ("TDM" or the "Surviving Corporation"). TDM, TDL, TDC, and TDUSA are herein sometimes collectively called the "Constituent Corporations."

WITNESSETH:

WHEREAS, TDL is a corporation duly organized and existing under the laws of the State of Delaware and, as of the date hereof, the authorized capital stock of TDL consists of 100 shares of common stock, par value \$10.00 per share (the "TDL Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, TDC is a corporation duly organized and existing under the laws of the State of Delaware and, as of the date hereof, the authorized capital stock of TDC consists of 100 shares of common stock, par value \$10.00 per share (the "TDC Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, TDUSA is a corporation duly organized and existing under the laws of the State of Delaware and, as of the date hereof, the authorized capital stock of TDUSA consists of 100 shares of common stock, par value \$10.00 per share (the "TDUSA Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, TDM is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of TDM consists of 100 shares of common stock, par value \$10.00 per share (the "TDM Common Stock"), of which 100 shares are issued and outstanding; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto mutually agree as follows:

ARTICLE I

1.1 **Merger:** Upon the terms and subject to the conditions set forth herein, TDL, TDC and TDUSA shall each be merged with and into TDM (the "Merger") upon the filing of that certain Certificate of Merger, dated as of December 18, 2002, by and among the Constituent Corporations, with the Secretary of State of the State of Delaware in accordance with Section 252 of the General Corporation Law of the State of Delaware (the "Law") and upon the filing of that certain Articles of Merger by and among the Constituent Corporations with the Secretary of Sate of the State of Florida

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in accordance with Section 607.1105 of the Florida Business Corporation Act ("Act") (the "Effective Date" of the Merger shall be the later of the date of such filing with the Secretary of State of the State of Delaware or the Secretary of State of the State of Florida). The separate corporate existence of each of TDL, TDC and TDUSA shall thereupon cease and TDM shall be the surviving corporation and the separate corporate existence of TDM shall continue unaffected and unimpaired by the Merger except as otherwise provided for herein.

## ARTICLE II

2.1 Articles of Incorporation of Surviving Corporation: From and after the Effective Date, and until further amended in accordance with the Act, the Articles of Incorporation of TDM shall be the Certificate of Incorporation of the Surviving Corporation, except that such Articles of Incorporation shall be amended to change the name of the Surviving Corporation to Telefonica Data USA, Inc.

2.2 Bylaws of Surviving Corporation: The Bylaws of TDM, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation until duly amended in accordance with such Bylaws and applicable law.

2.3 Officers and Directors of Surviving Corporation: The officers of TDUSA immediately prior to the Effective Date shall, after the Effective Date, be the officers of the Surviving Corporation and the directors of TDUSA shall, after the Effective Date, be the directors of the Surviving Corporation, in each case until their respective successors are duly appointed or elected and qualified, or until their earlier death, resignation or removal.

## ARTICLE III

3.1 Impact on TDL Common Stock, TDC Common Stock, TDUSA Common Stock and TDM Common Stock:

3.1.1 TDM Stock: Each share of Common Stock, \$10.00 par value, of TDM issued and outstanding prior to the Effective Date of the Merger, shall continue to be outstanding at and after the Effective Date of the Merger as a share of Common Stock, \$10.00 par value, of the Surviving Corporation.

3.1.2 Cancellation of Shares: Upon the Effective Date of the Merger, each share of each of TDUSA's, TDL's and TDC's Capital Stock (including, without limitation, common and preferred stock), which is issued and outstanding immediately prior to the Effective Date, shall be cancelled and retired.

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**ARTICLE IV**

4.1 **Amendment:** Subject to applicable law, this Merger Agreement may be amended, modified or supplemented only by written agreement of all of the parties hereto or by the respective officers thereunto duly authorized, at any time prior to the Effective Date.

4.2 **Counterparts:** This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

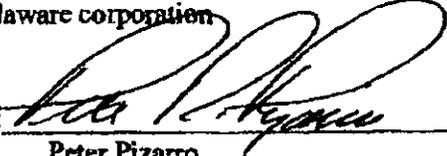
4.3 **Governing Law:** This Merger Agreement shall be governed by and construed and enforced in accordance with the internal laws of the State of Florida, without regard to its conflict of laws principles.

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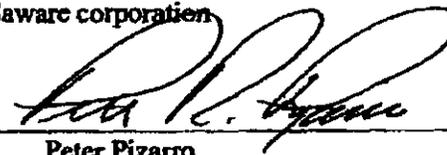
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IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be executed in their respective corporate names by their respective officers thereunto duly authorized on the day, month and year first above written.

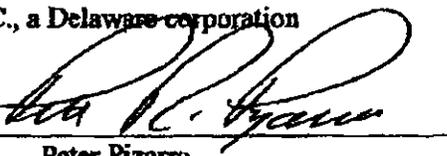
TELEFONICA DATA USA, INC., a Delaware corporation

By:   
Peter Pizarro  
Chief Executive Officer

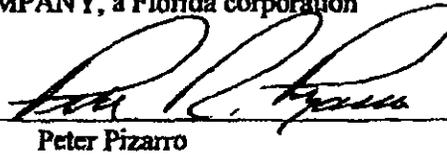
TELEFONICA DATA LICENSING, INC., a Delaware corporation

By:   
Peter Pizarro  
Chief Executive Officer

TELEFONICA DATA E-COMMERCE, INC., a Delaware corporation

By:   
Peter Pizarro  
Chief Executive Officer

TELEFONICA DATA MERGER COMPANY, a Florida corporation

By:   
Peter Pizarro  
Chief Executive Officer

# Delaware

PAGE 1

*The First State*

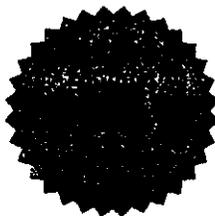
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TELEFONICA DATA E-COMMERCE, INC.", A DELAWARE CORPORATION,

"TELEFONICA DATA LICENSING, INC.", A DELAWARE CORPORATION,

"TELEFONICA DATA USA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "TELEFONICA DATA MERGER COMPANY" UNDER THE NAME OF "TELEFONICA DATA USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2002, AT 11:35 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3141789 8100M

AUTHENTICATION: 3275827

040571603

DATE: 08-04-04

**CERTIFICATE OF MERGER  
OF  
TELEFONICA DATA LICENSING, INC.,  
TELEFONICA DATA E-COMMERCE, INC.,  
AND  
TELEFONICA DATA USA, INC.  
INTO  
TELEFONICA DATA MERGER COMPANY  
  
(UNDER SECTION 252 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)**

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, each of Telefonica Data Licensing, Inc, a Delaware corporation ("TDL"), Telefonica Data E-Commerce, Inc., a Delaware corporation ("TDC"), Telefonica Data USA, Inc., a Delaware corporation ("TDUSA"), and Telefonica Data Merger Company, a Florida corporaiton ("TDM") hereby certify with respect to the merger (the "Merger") of each of TDL, TDC and TDUSA with and into TDM that:

- (1) The name and state of the incorporation of each of the constituent corporations of the Merger (the "Constituent Corporations") are:
  - (a) Telefonica Data Merger Company, a Florida corporation, which shall be the surviving corporation of the Merger (the "Surviving Corporation");
  - (b) Telefonica Data USA, Inc., a Delaware corporation;
  - (c) Telefonica Data E-Commerce, Inc., a Delaware corporation; and
  - (d) Telefonica Data Licensing, Inc., a Delaware corporation.
- (2) An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation in the Merger herein certified is Telefonica Data Merger Company, which will continue its existence as said surviving corporation under the name Telefonica Data USA, Inc. upon the effective date of said Merger pursuant to the provisions of the laws of the State of Florida.
- (4) The articles of incorporation of TDM, as now in force and effect, shall continue to be the articles of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of Florida.

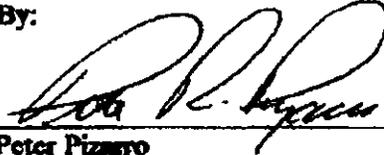
- (5) The executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation, located at 1221 Brickell Avenue, Suite 600, Miami, Florida 33131.
- (6) A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.
- (7) The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of TDC, TDL, or TDUSA, as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of TDC, TDL or TDUSA as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify 1221 Brickell Avenue, Suite 600, Miami, Florida 33131 as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware.
- (8) This Certificate of Merger may be signed in any number of counterparts, each of which will be deemed an original, and all of which together will constitute one and the same instrument.

**[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Certificate of Merger to be executed in their respective names by their respective authorized officers as of the 18th day of December, 2002.

TELEFONICA DATA LICENSING, INC.,  
a Delaware corporation

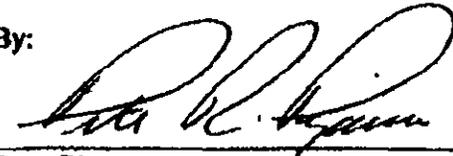
By:



Peter Pizarro  
Chief Executive Officer

TELEFFONICA DATA E-COMMERCE,  
INC., a Delaware corporation

By:



Peter Pizarro  
Chief Executive Officer

TELEFFONICA DATA USA INC., a  
Delaware corporation

By:



Peter Pizarro  
Chief Executive Officer

TELEFFONICA DATA MERGER  
COMPANY, a FLORIDA corporation

By:



Peter Pizarro  
Chief Executive Officer

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 19, 2002, as shown by the records of this office.

The document number of the surviving corporation is P02000132149.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Fifth day of August, 2004



CR2EO22 (2-03)

*Glenda E. Hood*  
Glenda E. Hood  
Secretary of State

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02 DEC 19 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
TELEFONICA DATA USA, INC.,  
TELEFONICA DATA E-COMMERCE, INC.  
AND  
TELEFONICA DATA LICENSING, INC.  
WITH AND INTO  
TELEFONICA DATA MERGER COMPANY**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger pursuant to which Telefonica Data USA, Inc., a Delaware corporation ("TDUSA"), Telefonica Data E-Commerce, Inc., a Delaware corporation ("TDC"), and Telefonica Data Licensing, Inc., a Delaware corporation ("TDL"), shall be merged (the "Merger") with and into Telefonica Data Merger Company, a Florida corporation:

1. Telefonica Data Merger Company, a Florida corporation, shall be the surviving corporation of the Merger ("Surviving Corporation"). Telefonica Data USA, Inc., a Delaware corporation, Telefonica Data E-Commerce, Inc., a Delaware corporation, and Telefonica Data Licensing, Inc., a Delaware corporation, shall be the merging corporations (collectively, the "Merging Corporations"). A copy of the Agreement and Plan of Merger, dated as of December 18, 2002, to which each of the Merging Corporations and Surviving Corporation is a party (the "Plan of Merger") is attached hereto as Exhibit A and incorporated herein by reference.

2. The Merger shall become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida and the Certificate of Merger contemplated by the Plan of Merger is filed with the Department of State of the State of Delaware.

3. The Plan of Merger was adopted by the sole shareholder of each of TDUSA, TDC and TDL by written consent without a meeting, on December 18, 2002, in the manner prescribed by the Delaware General Corporation Law. The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation by written consent without a meeting, on December 18, 2002, in the manner prescribed by the Florida Business Corporation Act.

4. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Telefonica Data Merger Company, but Article I shall be amended and restated as follows:

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **TELEFONICA DATA USA, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Suite 600, Miami, Florida 33131.

Filed by: J. Garstorf, Corp. Legal Asst.  
Stearns Weaver Miller Weissler, et al  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
T: 305-789-3545/F: 305-789-3395

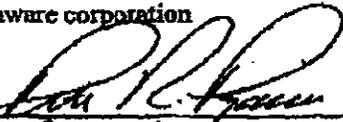
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5. These Articles of Merger may be signed in any number of counterparts, each of which will be deemed an original, and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 18<sup>th</sup> day of December, 2002.

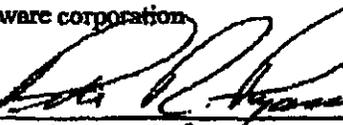
TELEFONICA DATA LICENSING, INC., a Delaware corporation

By:   
Name: Peter C. Pizzello  
Title: Chief Executive Officer

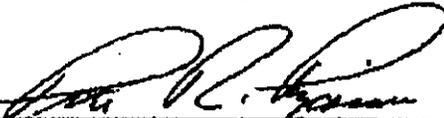
TELEFONICA DATA E-COMMERCE, INC., a Delaware Corporation

By:   
Name: Peter C. Pizzello  
Title: Chief Executive Officer

TELEFONICA DATA USA, INC., a Delaware corporation

By:   
Name: Peter C. Pizzello  
Title: Chief Executive Officer

TELEFONICA DATA MERGER COMPANY, a Florida corporation

By:   
Name: Peter C. Pizzello  
Title: Chief Executive Officer

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**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of December 18, 2002, is entered into by and among Telefonica Data Licensing, Inc., a Delaware corporation ("TDL"), Telefonica Data E-Commerce, Inc., a Delaware corporation ("TDC"), Telefonica Data USA, Inc., a Delaware corporation ("TDUSA"), and Telefonica Data Merger Company, a Florida corporation ("TDM" or the "Surviving Corporation"). TDM, TDL, TDC, and TDUSA are herein sometimes collectively called the "Constituent Corporations."

**WITNESSETH:**

WHEREAS, TDL is a corporation duly organized and existing under the laws of the State of Delaware and, as of the date hereof, the authorized capital stock of TDL consists of 100 shares of common stock, par value \$10.00 per share (the "TDL Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, TDC is a corporation duly organized and existing under the laws of the State of Delaware and, as of the date hereof, the authorized capital stock of TDC consists of 100 shares of common stock, par value \$10.00 per share (the "TDC Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, TDUSA is a corporation duly organized and existing under the laws of the State of Delaware and, as of the date hereof, the authorized capital stock of TDUSA consists of 100 shares of common stock, par value \$10.00 per share (the "TDUSA Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, TDM is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of TDM consists of 100 shares of common stock, par value \$10.00 per share (the "TDM Common Stock"), of which 100 shares are issued and outstanding; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto mutually agree as follows:

**ARTICLE I**

1.1 **Merger:** Upon the terms and subject to the conditions set forth herein, TDL, TDC and TDUSA shall each be merged with and into TDM (the "Merger") upon the filing of that certain Certificate of Merger, dated as of December 18, 2002, by and among the Constituent Corporations, with the Secretary of State of the State of Delaware in accordance with Section 252 of the General Corporation Law of the State of Delaware (the "Law") and upon the filing of that certain Articles of Merger by and among the Constituent Corporations with the Secretary of State of the State of Florida

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in accordance with Section 607.1105 of the Florida Business Corporation Act ("Act") (the "Effective Date" of the Merger shall be the later of the date of such filing with the Secretary of State of the State of Delaware or the Secretary of State of the State of Florida). The separate corporate existence of each of TDL, TDC and TDUSA shall thereupon cease and TDM shall be the surviving corporation and the separate corporate existence of TDM shall continue unaffected and unimpaired by the Merger except as otherwise provided for herein.

## ARTICLE II

2.1 Articles of Incorporation of Surviving Corporation: From and after the Effective Date, and until further amended in accordance with the Act, the Articles of Incorporation of TDM shall be the Certificate of Incorporation of the Surviving Corporation, except that such Articles of Incorporation shall be amended to change the name of the Surviving Corporation to Telefonica Data USA, Inc.

2.2 Bylaws of Surviving Corporation: The Bylaws of TDM, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation until duly amended in accordance with such Bylaws and applicable law.

2.3 Officers and Directors of Surviving Corporation: The officers of TDUSA immediately prior to the Effective Date shall, after the Effective Date, be the officers of the Surviving Corporation and the directors of TDUSA shall, after the Effective Date, be the directors of the Surviving Corporation, in each case until their respective successors are duly appointed or elected and qualified, or until their earlier death, resignation or removal.

## ARTICLE III

3.1 Impact on TDL Common Stock, TDC Common Stock, TDUSA Common Stock and TDM Common Stock:

3.1.1 TDM Stock: Each share of Common Stock, \$10.00 par value, of TDM issued and outstanding prior to the Effective Date of the Merger, shall continue to be outstanding at and after the Effective Date of the Merger as a share of Common Stock, \$10.00 par value, of the Surviving Corporation..

3.1.2 Cancellation of Shares: Upon the Effective Date of the Merger, each share of each of TDUSA's, TDL's and TDC's Capital Stock (including, without limitation, common and preferred stock), which is issued and outstanding immediately prior to the Effective Date, shall be cancelled and retired.

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**ARTICLE IV**

4.1 Amendment: Subject to applicable law, this Merger Agreement may be amended, modified or supplemented only by written agreement of all of the parties hereto or by the respective officers thereunto duly authorized, at any time prior to the Effective Date.

4.2 Counterparts: This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

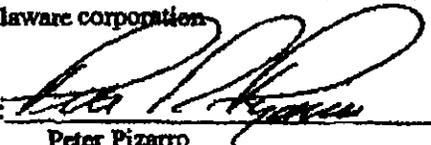
4.3 Governing Law: This Merger Agreement shall be governed by and construed and enforced in accordance with the internal laws of the State of Florida, without regard to its conflict of laws principles.

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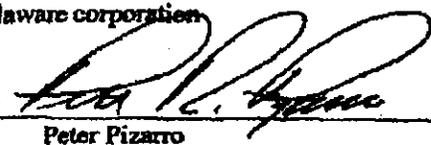
H02000239346 8

IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be executed in their respective corporate names by their respective officers thereunto duly authorized on the day, month and year first above written.

TELEFONICA DATA USA, INC., a  
Delaware corporation

By:   
Peter Pizarro  
Chief Executive Officer

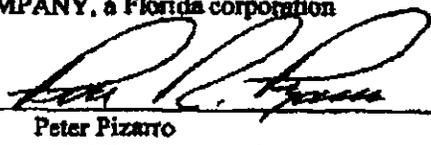
TELEFONICA DATA LICENSING, INC., a  
Delaware corporation

By:   
Peter Pizarro  
Chief Executive Officer

TELEFONICA DATA E-COMMERCE,  
INC., a Delaware corporation

By:   
Peter Pizarro  
Chief Executive Officer

TELEFONICA DATA MERGER  
COMPANY, a Florida corporation

By:   
Peter Pizarro  
Chief Executive Officer

# State of Florida



## Department of State

I certify from the records of this office that TELEFONICA DATA USA, INC. is a corporation organized under the laws of the State of Florida, filed on December 17, 2002.

The document number of this corporation is P02000132149.

I further certify that said corporation has paid all fees due this office through December 31, 2004, that its most recent annual report/uniform business report was filed on July 22, 2004, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Ninth day of August, 2004



CR2EO22 (2-03)

*Glenda E. Hood*  
Glenda E. Hood  
Secretary of State