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Sutherland,
ATLANTA • AUSTIN • NEW YORK



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LLP
WASHINGTON

1275 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004-2415

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July 30, 1998

MRD 7-30-98

BY HAND

U.S. Patent & TMO/TM Mail Rpt Dt. #61



07-30-1998

TRADEMARK FEE PROCESS.
RECEIVED
1998 JUL 30 P 4: 23
US PATENT &
TRADEMARK OFFICE

U.S. Patent and Trademark Office
Assignment Branch
North Tower Building
Suite 10C35
Washington, D.C. 20231

Attn: Assignment Branch

Re: Assignment for Trademark **(4)**
FASTDATA (and Design) - Reg. No. 1,744,929

Dear Sir or Madam:

This letter includes all information as required by Trademark Manual of Examining Procedure § 503.05 (d) for cover sheet requirements under 37 C.F.R. § 3.31 for recordation of trademarks. Please record the enclosed "Assignment," as set forth in paragraph 4, in order to correct the chain of title as it currently appears in the PTO records.

- 1) Name of conveying party: First Data Resources Inc., a Delaware corporation.
- 2) Name and address of receiving party: First Data Integrated Services Inc., a Delaware corporation, 2301 North 117th Avenue, Omaha, Nebraska 68164.
- 3) Nature of Conveyance: Assignment.
- 4) Please correct the records of the PTO for the assignment for the trademark **FASTDATA**, Reg. No. 1,744,929, at Reel No. 1109, Frame No. 0316 (copy attached) in which the state of incorporation of conveying party, First Data Resources Inc., is incorrectly recorded as Nebraska; and in which the state of incorporation of receiving party, First Data Integrated Services Inc., is incorrectly recorded as Nebraska. This is due to an error in the Cover Sheet submitted by previous counsel on March 9, 1994 (copy attached). Please amend the assignment records to reflect Delaware as the correct state of incorporation for First Data Resources Inc. and for First Data Integrated Services Inc. as indicated on the enclosed articles of incorporation.

*Change 40.00
No spec
Fee*

TRADEMARK
REEL: 1765 FRAME: 0834

U.S. Patent and Trademark Office
Assignment Branch
July 30, 1998
Page Two

5) Name and address of party to whom correspondence concerning document should be mailed:

Elisabeth A. Langworthy, Esq.
Sutherland, Asbill & Brennan
1275 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2415

6) Total number of trademark registrations against which to record Assignment: one.

7) Total fee enclosed: \$40.00.

8) If the enclosed payment is insufficient, please draw the deficiency from our Deposit Account No. 19-5029. A duplicate copy of this letter is enclosed for charging purposes.

9) To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

SUTHERLAND, ASBILL & BRENNAN LLP

By: Elisabeth A. Langworthy
Elisabeth A. Langworthy

Enclosures

Total number of pages including cover sheet, attachments, and documents : 16 (plus duplicate cover sheet and check)



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Part/fe

Form PTO-1594 1-92

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of Conveying Party(ies):
FIRST DATA RESOURCES, INC.

Individual(s) General Partnership
 Association Limited Partnership
 Corporation-State Delaware
 Other _____

Additional names of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies):
 Name: FIRST DATA INTEGRATED SERVICES, INC.
 Internal?
 Address: 2301 North 117th Avenue
 Street
 Address: 2301 North 117th Avenue
 City Omaha State Neb. ZIP _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment.) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: 01

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 14, 1994

4. Application number(s) or registration number(s):

A. Trademark Application No(s).
 B. Trademark Registration No(s).
1,744,929
January 5, 1993

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Suzanne A. Williams
 Internal
 Address: McCutchen, Doyle, Brown & Emersen
 Street
 Address: Three Embarcadero Center
 City: San Francisco State: CA ZIP 94111

6. Total number of applications and registrations involved:
 7. Total fee (37 CFR 3.41):.....\$8.00
 Enclosed
 To be charged to deposit account

8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account.)

100 MS 03/04/94 1744929

DO NOT USE THIS SPACE 8.00 CK

9. Statement and signature.
 To the best of my knowledge and belief the foregoing information is true and correct and any attached copy is a true copy of the original document.

Suzanne Williams [Signature] February 16, 1994
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7

GPO No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

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RECEIVED MARK ASSIGNMENT BRANCH 94 MAR -9 AM 10:50

REEL 1109 FRAME 316

ASSIGNMENT OF REGISTRATION OF A MARK

WHEREAS, First Data Resources Inc., with an office at 2301 North 117th Avenue, Omaha, Nebraska, has adopted, used and is using the mark which is registered in the United States Patent and Trademark Office, Registration No. 1,744,929, dated January 5, 1993; and

WHEREAS, First Data Integrated Services Inc., with an office at 2301 North 117th Avenue, Omaha, Nebraska, is desirous of acquiring said mark and the registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said First Data Resources Inc. does hereby assign unto said First Data Integrated Services Inc. all of its right, title and interest in and to the said mark, together with the good will of the business symbolized by the mark, and the above identified registration thereof.

FIRST DATA RESOURCES INC.

By: [Signature]
Name: Charles T. Fote
Title: Authorized Signatory

STATE OF Colorado
COUNTY OF Wapahoga

On this 14 day of January, 1994, before me appeared Charles T. Fote, the person who signed this instrument, who acknowledged that he/she signed it as a free act on behalf of the identified corporation with authority to do so.

[Signature]
(Signature of notary public) My comm. expires 10/27/97

TRADEMARK

REEL 1109 FRAME 317

RECORDED
PATENT & TRADEMARK OFFICE

FEB 16 94

TRADEMARK
REEL: 1765 FRAME: 0837

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "FIRST DATA RESOURCES INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1995, AT 12 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

0772578 8100

950156860

AUTHENTICATION:

DATE:

7572545

07-13-95

62895

RESTATED CERTIFICATE OF INCORPORATION
OF
FIRST DATA RESOURCES INC.

First Data Resources Inc., a Delaware corporation, originally incorporated under the same name, and the original Certificate of Incorporation filed with the Secretary of State of the State of Delaware on June 1, 1971, hereby certifies that this Restated Certificate of Incorporation restating and integrating its Certificate of Incorporation was duly proposed by its Board of Directors and adopted by its stockholders in accordance with Section 245 of the General Corporation Law of the State of Delaware.

The undersigned, for the purposes of establishing a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly an act entitled "General Corporation Law of the State of Delaware," Chapter 1, Title 8, of the Delaware Code, and the acts amendatory thereof and supplemental thereto) makes and files this Certificate of Incorporation in writing and hereby certifies as follows, to-wit:

FIRST: The name of the corporation (hereinafter called the Corporation) is

First Data Resources Inc.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows:

- (1) To perform data processing services; to develop, sell, market, lease or otherwise deal with computer techniques and computer programs; to perform services requiring computer techniques, computer programs and facilities management; and to perform all related business activities.
- (2) 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 capital stock which the Company shall have authority to issue shall be 141 shares of Common Stock, each having a par value of one cent, \$0.01 per share.

FIFTH: The name and place of residence of the Incorporator is as follows:

<u>Name</u>	<u>Place of Residence</u>
Robert J. Kutak	4903 California Street Omaha, Nebraska 68132

SIXTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided:

1. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend or repeal the by-laws in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation, subject to the power of the stockholders to amend, alter or repeal the by-laws made by the Board of Directors or to limit or restrict the power of the Board of Directors so to make, alter, amend or repeal the by-laws;

(b) Without the assent or vote of the stockholders, to authorize and issue obligations of the Corporation, secured or unsecured, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors in its sole discretion may determine, and to authorize the mortgaging or pledging, as security therefor, of any property of the Corporation, real or personal, including after-acquired property; and

(c) To determine the manner in which the votes of stockholders for the election of directors shall be evidenced, which need not be by written ballot.

2. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time in such manner as shall be provided in the by-laws of the Corporation.

3. In the absence of fraud, no contract or other transaction between the Corporation and any other corporation and no other act of the Corporation shall in any way be invalidated or otherwise affected by the fact that any one or more of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors, officers or stockholders of, such other corporation. Any director of the Corporation individually, or any firm or association of which any director may be a member, any be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he individually or as a member of such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of the members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the Corporation who is also a director, officer or stockholder of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or of any committee thereof which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director, officer or stockholder of such other corporation or not so interested. In the absence of fraud, no director shall be liable to account to the Corporation for any profit realized by him from or through any such contract or transaction of the Corporation authorized as aforesaid by reason of the fact that he or any firm or association of which he is a member, or any corporation of which he is an officer, director or stockholder, shall have been interested in any such contract or transaction. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

Any contract, transaction or act of the Corporation or of the Board of Directors or of any committee thereof, which shall be ratified by a majority of a quorum of the stockholders of the Corporation at any annual meeting, or at any special meeting called for such purpose, shall insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or to deprive the Corporation, its directors, officers or employees of its or their right to proceed with such contract, transaction or act.

4. (a) The Corporation shall indemnify 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 (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of

the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

SEVENTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this PARAGRAPH SEVENTH.

IN WITNESS WHEREOF, First Data Resources Inc. has caused this Certificate to be signed on this 21st day of June, 1995 in its name and attested by duly authorized officers.

FIRST DATA RESOURCES INC.

By: Aldo J. Tesi
Aldo J. Tesi
President

ATTEST:

Thomas A. Rossi
Thomas A. Rossi
Assistant Secretary

1:4601c-01

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "FIRST DATA INTEGRATED SERVICES INC." FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 1993, AT 4:36 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4191542

DATE: 12/14/1993

733347040

**CERTIFICATE OF INCORPORATION
OF**

FIRST DATA INTEGRATED SERVICES INC.

- ONE.** The name of this corporation is **First Data Integrated Services Inc.**
- TWO.** The address of the corporation's registered office in the State of Delaware is located at **Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, County of New Castle.** The name of its registered agent at such office is **The Corporation Trust Company.**
- THREE.** 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.**
- FOUR.** This corporation is authorized to issue one class of shares to be designated **Common Stock.** The total number of shares of **Common Stock** this corporation shall have authority to issue is **10** with par value of **\$1.00** per share.
- FIVE.** The name and mailing address of the incorporator are as follows:
- Kathleen A. Reilly
First Data Corporation
6200 South Quebec Street
Englewood, CO 80111**
- SIX.** The corporation is to have perpetual existence.
- SEVEN.** In furtherance and not in limitation of the powers conferred by statute, the **Board of Directors** is expressly authorized to make, alter, amend or repeal the **Bylaws** of the corporation.
- EIGHT.** The number of directors which constitute the whole **Board of Directors** of the corporation shall be as specified in the **Bylaws** of the corporation.
- NINE.** 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 provision contained in the statutes) 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.

TEN.

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended (provided that the effect of any such amendment shall be prospective only) (the "Delaware Law"), a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director. The corporation shall indemnify, in the manner and to the fullest extent permitted by the Delaware Law (but in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than permitted prior thereto), any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The corporation may, to the fullest extent permitted by the Delaware Law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against such person. The corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect the indemnification as provided herein. To the fullest extent permitted by the Delaware Law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement and any such expenses shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person seeking indemnification to repay such amounts if it is ultimately determined that he or she is not entitled to be indemnified. The indemnification provided herein shall not be deemed to limit the right of the corporation to indemnify any other person for any such expenses to the fullest extent permitted by the Delaware Law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the corporation may be entitled under any agreement, the corporation's Bylaws, vote of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

Neither any amendment, repeal or adoption under Delaware Law nor under this Certificate of Incorporation inconsistent with this Section TEN, shall eliminate or reduce the effect of this Section TEN in respect of any matter occurring, or any cause of action, suit or claim that, but for this Section TEN, would accrue or arise, prior to such amendment, repeal or adoption of any inconsistent provision.

ELEVEN.

The corporation shall indemnify and shall advance expenses (including attorneys' fees) to, in each case to the fullest extent permitted by the Delaware Law as the

same exists or may hereinafter be amended, any person (or the estate of any person) who is or was a party, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnification and right to advancement of expenses provided herein shall not be deemed to limit the right of the corporation to indemnify any other person to the fullest extent permitted by the Delaware Law, nor shall they be deemed exclusive of any other rights to which any person seeking indemnification from the corporation may be entitled under any agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

Notwithstanding the above, the corporation will not advance costs and expenses to any person entitled to indemnification hereunder unless and until such person undertakes to and agrees that he or she will repay the corporation for any costs or expenses advanced by or on behalf of the corporation hereunder if it shall ultimately be determined that he or she is not entitled to be so indemnified.

TWELVE. Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the corporation. Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

THIRTEEN. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, **THE UNDERSIGNED**, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 15 th day of December, 1993.


Kathleen A. Reilly