

NRD
7-20-99

RECORDATION FORM COVER
TRADEMARKS ON

07-26-1999

Department of Commerce
and Trademark Office



101101322

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

1. Name of conveying party(ies):
BT Financial Services Information Systems Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: Financial Software Solutions, Inc.
Address: One Bankers Trust Plaza
New York, New York 10015

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
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: March 18, 1998

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s) 1,782,905 and 1,398,819

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

Baila H. Celedonia
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65

Enclosed

Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

23/1999 DNGUYEN 00000289 1782905

FC:481 40.00 DP
FC:482 25.00 DP

DO NOT USE THIS SPACE

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.

Baila H. Celedonia *Baila H. Celedonia* 7/20/99
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 13

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

State of Delaware
Office of the Secretary of State

PAGE 1

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 "BT FINANCIAL SERVICES INFORMATION SYSTEMS CORPORATION", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MARCH, A.D. 1998, AT 4:29 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2097010 8100

991172782

AUTHENTICATION:

9719575

DATE:

05-03-99

RESTATED CERTIFICATE OF INCORPORATION

OF

BT FINANCIAL SERVICES INFORMATION SYSTEMS CORPORATION

The undersigned, **BT Financial Services Information Systems Corporation** (the "Corporation"), a corporation existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is **BT FINANCIAL SERVICES INFORMATION SYSTEMS CORPORATION.**
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 24, 1986.
3. The amendment and restatement of the Certificate of Incorporation as hereinafter set forth have been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.
4. The amendment and restatement of the Certificate of Incorporation, inter alia, changes the Corporation's name, and provides for two classes of Common Stock of the Corporation, and provides for one class of Preferred Stock of the Corporation issuable in one or more series.
5. The text of the Certificate of Incorporation is amended and restated in full to read as follows:

RESTATED CERTIFICATE OF INCORPORATION
OF
FINANCIAL SOFTWARE SOLUTIONS, INC.

FIRST: The name of the Corporation is **Financial Software Solutions, Inc.** (the "**Corporation**").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust 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 the State of Delaware as set forth in Title 8 of the Delaware Code (the "**GCL**").

FOURTH: The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 3,000,000, consisting of (a) 1,000,000 shares of Preferred Stock, without par value (the "**Preferred Stock**"), (b) 1,500,000 shares of Class A Common Stock, without par value (the "**Class A Stock**"), and (c) 500,000 shares of Class B Common Stock, without par value (the "**Class B Stock**"). The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions of the Preferred Stock, the Class A Stock and the Class B Stock are, or, insofar as not inconsistent with the provisions of this Certificate of Incorporation or the General Corporation Law of Delaware, shall be, fixed and determined as follows:

Section 1. **Preferred Stock**

1.1 **Series.** The Preferred Stock may be issued from time to time in one or more series. All shares of Preferred Stock shall be identical and of equal rank except in respect to the particulars that may be fixed by the Board of Directors as provided herein, and all shares of each series of Preferred Stock shall be identical and of equal rank except as to the time from which cumulative dividends, if any, thereof shall be cumulative.

1.2 **Designations, Powers, Preferences, etc.** Subject to the limitations set forth herein and any limitations prescribed by law, the Board of Directors is expressly authorized, prior to issuance of any series of Preferred Stock, to fix by resolution or resolutions providing for the issue of any series the number of shares included in such series and the designation, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in limitation of the powers conferred on the

Board of Directors thereby and by the General Corporation Law of Delaware, the Board of Directors is expressly authorized to determine with respect to each series of Preferred Stock:

(a) the designation or designations of such series and the number of shares (which number from time to time may be decreased by the Board of Directors, but not below the number of such shares then outstanding, or may be increased by the Board of Directors, but not above any number or limit specified in such series) constituting such series;

(b) the rate or amount and times at which, and the preferences and conditions under which, dividends shall be payable on shares of such series, the status of such dividends as cumulative or noncumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;

(c) the rights and preferences, if any, of the holders of shares of such series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which amount may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and the status of the shares of such series as participating or nonparticipating after the satisfaction of any such rights and preferences;

(d) the full or limited voting rights, if any, to be provided for shares of such series, in addition to the voting rights provided by law;

(e) the times, terms and conditions, if any, upon which shares of such series shall be subject to redemption, including the amount the holders of shares of such series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates);

(f) the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such series;

(g) the rights, if any, of holders of shares of such series to convert such shares into, or to exchange such share for, shares of any other series of the same class, the prices or rates of conversion or exchange, the adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;

(h) the limitations, if any, applicable while such series is outstanding on the payment of dividends or making or distributions on, or the acquisition or

redemption of, Common Stock or any other class of shares ranking junior as to dividends or upon liquidation, to the shares of such series;

(i) the conditions or restrictions, if any, upon the issuance of any additional shares (including additional shares of such series or any other series or of any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and

(j) any other relative powers, preferences, participation rights, options or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such series.

Section 2. Class A Stock and Class B Stock.

2.1 Class A Stock. Every holder of Class A Stock shall be entitled to one (1) vote in person or by proxy for each share of Class A Stock standing in his or her name on the transfer books of the Corporation for the election of the board of directors, as to matters on which the holders of Common Stock may otherwise be entitled to vote as a matter of law, and as to matters on which the Corporation shall afford the holders of Class A Stock the opportunity to vote.

2.2 Class B Stock. Except as to matters on which the holders of Class B Common Stock may otherwise be entitled to vote as a matter of law and as to matters on which the Corporation shall afford the holders of Class B Stock the opportunity to vote, no holder of Class B Stock shall be entitled to vote for any matter, including, without limitation, the election of the board of directors.

2.3 Dividends. No dividend shall be declared, paid or set apart on shares of Class A Stock or Class B Stock (other than a dividend payable in stock ranking junior to the Preferred Stock as to dividends and liquidation rights) at a time at which any dividend on any Preferred Stock then Outstanding shall be past due unless all past due dividends on the Preferred Shares shall be paid or properly made available not later than the time such dividend shall be paid on such junior stock. The Class A Stock and Class B Stock shall rank pari passu as to the declaration and payment of dividends. When and as dividends are declared thereon, whether payable in cash, property or securities of the Corporation, the holders of Class A Stock and Class B Stock will be entitled to share equally in such dividends, share for share, except as provided in the next following paragraph.

In the case of dividends or other distributions payable in stock of the Corporation other than Preferred Stock, including distributions pursuant to stock splits or divisions of stock of the Corporation other than Preferred Stock, which occur after the initial issuance of shares of any Common Stock by the Corporation, only shares of Class A Stock shall

be distributed with respect to Class A Stock and only shares of Class B Stock shall be distributed with respect to Class B Stock.

If the Corporation in any manner subdivides or combines the outstanding shares of any class of Common Stock, the outstanding shares of the other class of Common Stock will be proportionately subdivided or combined.

2.4 Liquidation Priorities. The Class A Stock and Class B Stock shall rank on a parity with each other as to liquidation rights. Except as otherwise stated in this Certificate of Incorporation, Preferred Stock shall be senior to all other classes of the Corporation's capital stock, including the Class A Stock and the Class B Stock, as to liquidation rights.

Section 3. Conversion of Class B Stock.

3.1 Conversion Privilege: Automatic Conversion. At any time after any shares of Class B Stock have been issued, any shares of Class B Stock then Outstanding may be converted by the holder thereof into a like number of fully paid and nonassessable shares of Class A Stock in the manner hereinafter provided. Any holder of shares of Class B Stock then Outstanding electing to convert all or any of such shares shall deliver written notice to the Corporation (which notice shall specify the date of such conversion, which shall be a Business Day and shall be not more than thirty (30) days after the date of such notice). In addition, shares of Class B Stock shall be automatically converted into shares of Class A Stock in connection with (a) the sale thereof pursuant to an effective registration statement under the Securities Act of 1933, as amended, or (b) the sale or other disposition of all or substantially all of the Corporation's Common Stock.

3.2 Manner of Conversion: Partial Conversion. (a) On the date fixed for conversion of Class B Stock, the holder thereof shall surrender or deliver to the Corporation at its office (i) the certificate representing such shares of Class B Stock (the "Surrendered Common Stock"), or, (ii) if no certificate for such shares has at the time been issued to such holder by the Corporation, a written statement of such holder to the effect that it has not yet received such certificate and instructing the Corporation to treat such certificate, when and if issued, as a Surrendered Common Stock Certificate (the delivery of such statement to be deemed, for purposes of this Section 3.2(a) to constitute a surrender of the Surrendered Common Stock Certificate). Such conversion shall be deemed to have been effected immediately upon the occurrence of the event giving rise to an automatic conversion, and otherwise, immediately prior to the close of business on the day on which such Surrendered Common Stock Certificate shall have been so surrendered to the Corporation, and at such time, the holder or holders in whose name or names any certificate or certificates for shares of Class A Stock shall be issuable upon such conversion shall become the holder or holders of record thereof.

3.3 Delivery of Stock Certificates; Fractional Shares As promptly as practicable after the conversion of any shares of Class B Stock, and in any event within five (5) Business Days thereafter, the Corporation at its expense (including the payment by it of any applicable issue taxes) will issue and deliver to the holder of such shares, or as such holder may direct, (a) a certificate or certificates for the number of full shares of Class A Stock issuable upon such conversion, plus, in lieu of any fractional share to which such holder would otherwise be entitled, cash in an amount equal to the same fraction of the fair market value (as reasonably determined by the Corporation's Board of Directors) of one (1) full share on the Business Day next preceding the date of such conversion and (b) in the case of the conversion of less than all of the shares of Class B Stock represented by a Surrendered Common Stock Certificate, a new certificate for a number of shares of Class B Stock equal to the unconverted shares represented by the Surrendered Common Stock Certificate (such new certificate to be dated so that there will be no loss of dividends, whether declared or undeclared, on the unconverted shares of Class B Stock represented by such Surrendered Common Stock Certificate).

3.4 Prohibition of Certain Actions. The Corporation will not, without the consent of the holders of record of a majority of the shares of each affected Class of Common Stock then Outstanding, (i) reclassify any shares of one class of Common Stock into shares of another class of Common Stock, (ii) effect any amendment to this Certificate of Incorporation that would result in the Class B Stock having lesser rights to dividends or distributions in liquidation than the Class A Stock, or (iii) engage in any merger, consolidation, recapitalization or reorganization in which shares of Class B Stock would be exchanged or modified, or any distribution thereon would be made, in any way that would be less favorable than that proposed on or for shares of Class A Stock.

3.5 Stock to Be Reserved. The Corporation will at all times reserve and keep available out of the authorized Class A Stock, solely for the purposes of issue upon the conversion of Class B Stock as herein provided, such number of shares of Class A Stock as shall then be issuable upon the conversion of all Class B Stock, and the Corporation will maintain at all times all other rights and privileges sufficient to enable it to fulfill all its obligations hereunder. All shares of Class A Stock which shall be so issuable shall, upon issuance, be duly authorized, validly issued, fully paid and nonassessable, free from preemptive or similar rights on the part of the holders of any shares of capital stock or securities of the Corporation or any other Person, and free from all taxes, liens and charges with respect to the issue thereof. The Corporation will take all such action as may be necessary to assure that such shares of Class A Stock may be so issued without violation of any applicable law or regulation.

3.6 Closing of Books. The Corporation will at no time close its transfer books against the transfer of any shares of Class B Stock or of any shares of Class A Stock issued or issuable upon the conversion of any shares of Class B Stock in any manner which interferes with the timely conversion of such Class B Stock.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(i) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(ii) The directors shall have concurrent power with the stockholders to make, alter, amend, change or add to or repeal the By-laws of the Corporation.

(iii) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-laws of the Corporation. Election of directors need not be by written ballot unless the By-laws so provide.

(iv) 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 GCL, this Certificate of Incorporation, and any By-laws adopted by the stockholders; provided, however, that no By-laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-laws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) 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 By-laws of the Corporation.

SEVENTH: 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.

EIGHTH: A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (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 the 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. If the General Corporation Law of the State of Delaware is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of the provisions of this Article *EIGHTH* by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

B. The Corporation shall indemnify any person who was or is a party or witness, or is threatened to be made a party or witness, to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation, whether civil, criminal, administrative or investigative (including a grand jury proceeding) by reason of the fact that he or she is or was a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, agent, partner or trustee (or in any similar position) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent authorized or permitted by the General Corporation Law of the State of Delaware and any other applicable law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, or in connection with any appeal thereof, provided, however, that, except as provided in Section C of this Article *EIGHTH* with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such person in connection with an action, suit or proceeding (or part thereof) initiated by such person only if the initiation of such action, suit or proceeding (or part thereof) was authorized by the Board of Directors. Such right to indemnification shall include the right to payment by the Corporation of expenses incurred in connection with any such action, suit or proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in advance of the final disposition of such action, suit or proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Article or otherwise.

C. Any indemnification or advancement of expenses required under this Article shall be made promptly, and in any event within sixty (60) days, upon the written request of the person entitled thereto. If a determination by the Corporation that the person is entitled to indemnification pursuant to this Article is required, and the Corporation fails to respond within sixty (60) days to a written request for indemnity or advancement of expenses, in whole or in part, or if payment in full pursuant to such request is not made within sixty (60) days, the rights to indemnification and advancement

of expenses shall be enforceable by such person in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action or proceeding shall also be indemnified by the Corporation. It shall be a defense to any such action other than an action brought to enforce a claim for advancement of expenses pursuant to this Article where the required undertaking has been received by the Corporation) that the claimant has not met the standard of conduct set forth in the General Corporation Law of the State of Delaware, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including the Board of Directors, independent legal counsel or the stockholders) to have made a determination of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor the fact that there has been an actual determination by the Corporation (including the Board of Directors, independent legal counsel or the stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct

D. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her 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. Any repeal or modification of the provisions of this Article *EIGHTH* shall not affect any obligations of the Corporation or any rights regarding indemnification and advancement of expenses of a director, officer, employee or agent with respect to any threatened, pending or completed action, suit or proceeding for which indemnification or the advancement of expenses is requested, in which the alleged cause of action accrued at any time prior to such repeal or modification.

E. The Corporation may purchase and maintain insurance, at its expense, to protect itself and 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, employee benefit plan or other enterprise against liability asserted against him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article, the General Corporation Law of the State of Delaware or otherwise

F. If this Article *EIGHTH* or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director and officer of the Corporation as to expenses

(including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including, without limitation, a grand jury proceeding and an action, suit or proceeding by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated, by the General Corporation Law of the State of Delaware or by any other applicable law.

NINTH: A. The unenforceability or invalidity of any provision or provisions of this Restated Certificate of Incorporation shall not render unenforceable or invalid any other provision or provisions herein contained.

B. Section and paragraph headings herein are for convenience only and shall not be construed as a part of this Restated Certificate of Incorporation.

* * * * *

IN WITNESS WHEREOF, the undersigned has signed this Restated

Certificate of Incorporation and affirms that the statements made herein are true under the

penalties of perjury this 18th day of March, 1998.

BT FINANCIAL SERVICES INFORMATION
SYSTEMS CORPORATION

By: [Signature]
Name: ANITA J. DREICHER
Title: PRESIDENT

ATTEST:

[Signature]
Secretary
Richard J. Coll