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03-17-2000

WBAM Ref. No.: 0028763-0000

FORM PTO-1594

02-17-2000



U.S. DEPARTMENT OF COMMERCE

(Rev. 6-93)

U.S. Patent & TMO/ TM Mail Rpt Dt. #54

101292759

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks, Washington, D.C. 20503, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

1. Name of conveying party(ies)
Full Service Trade System, Ltd.

Individual(s)
 General Partnership
 Corporation-Bermuda
 Association
 Limited Partnership
 Other

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies)
 Name: **TradeCard, Inc.**

Internal Address:

Street Address: **75 Maiden Lane**

City: **New York** State: **New York** Zip: **10038**

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

3. Nature of conveyance:
 Assignment
 Security Agreement
 Merger
 Change of Name
 Other

Execution Date: **February 18, 1999/April 26, 1999**

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

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

A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) **2,219,289**

Additional numbers attached? Yes No

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

Name: **Galina Krasilovsky Kirman**

Internal Address: **Whitman Breed Abbott & Morgan LLP**

Street Address: **200 Park Avenue**

City: **New York** State: **New York** Zip: **10166**

6. Total number of applications and registrations involved..... **3**

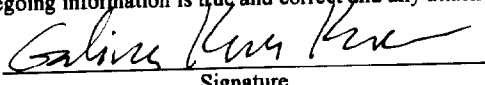
7. Total fee (37 CFR 3.41) \$ **90.00**

Enclosed
 Authorized to be charged to deposit account # **50-0297**

8. Deposit account number: **50-0297**
 (Attach duplicate copy of this page if paying by deposit account)

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.

Galina Krasilovsky Kirman  **February 17, 2000**

 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **21**

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

03/17/2000 BCOATES 00000042 2219289
 01 FC:481 40.00 OP
 02 FC:482 50.00 OP

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

RFCST.PTO

ATTACHMENT TO RECORDATION FORM COVER SHEET

**ADDITIONAL TRADEMARK REGISTRATIONS
TO BE RECORDED**

Registration No. 2,214,998

Registration No. 2,240,975

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 CERTIFICATE OF AMENDMENT OF "FULL SERVICE TRADE SYSTEM, INC.", CHANGING ITS NAME FROM "FULL SERVICE TRADE SYSTEM, INC." TO "TRADECARD, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 1999, AT 12 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2996015 8100

001014700

AUTHENTICATION: 0200749

DATE: 01-14-00

TRADEMARK
REEL: 002036 FRAME: 0032

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FULL SERVICE TRADE SYSTEM, INC.

UNDER SECTION 242 OF THE DELAWARE GENERAL CORPORATION LAW

THE UNDERSIGNED, being the duly appointed and acting Chief Executive Officer and President of Full Service Trade System, Inc. (the "Company"), a corporation organized under the laws of the State of Delaware, for the purpose of amending a certificate of incorporation filed pursuant to Section 102 of the General Corporation Law of the State of Delaware, hereby certifies, pursuant to Sections 242 and 103 of the General Corporation Law, as follows:

FIRST: The name of the corporation is Full Service Trade System, Inc.

SECOND: The Certificate of Incorporation of the Company was filed by the Secretary of State on January 22, 1999.

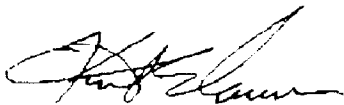
THIRD: The amendment effected hereby was duly authorized by the Company's Board of Directors and stockholders, and all specifically affected classes or series of classes of stockholders, in accordance with the provisions of Section 242 of the General Corporation Law.

FOURTH: The Certificate of Incorporation of the Company is hereby amended by changing Article I thereof to read as follows:

"The name of the Corporation (the "Corporation") is:
TradeCard, Inc."

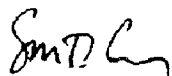
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IN WITNESS WHEREOF, I have made and signed this Certificate this 26th day of April, 1999 and affirm the statements contained herein as true under penalties of perjury.



Name: Kurt Cavano
Title: Chief Executive Officer
and President

ATTEST:



Name: Sean D. Carney
Title: Vice President

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 CERTIFICATE OF MERGER, WHICH MERGES:

"FULL SERVICE TRADE SYSTEM, LTD.", A BERMUDA CORPORATION, WITH AND INTO "FULL SERVICE TRADE SYSTEM, INC." UNDER THE NAME OF "FULL SERVICE TRADE SYSTEM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1999, AT 2 O'CLOCK P.M.



2996015 8100M

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0200761

DATE: 01-14-00

TRADEMARK
REEL: 002036 FRAME: 0035

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FULL SERVICE TRADE SYSTEM, INC.
AND
FULL SERVICE TRADE SYSTEM, LTD.**

Pursuant to Sections 252(c) and 103 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is **Full Service Trade System, Inc.**, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is **Full Service Trade System, Ltd.**, a Bermuda exempted company. The foregoing corporations constitute all of the constituent corporations.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is **Full Service Trade System, Inc.**, a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be amended as set forth in the Amended Certificate of Incorporation, attached hereto as Exhibit "A".

FIFTH: The authorized capital stock of Full Service Trade System, Ltd. consists of authorized share capital equal to US\$100,000,000 divided into 100,000,000 Common Shares of \$1.00 each.


SIXTH: The executed Agreement and Plan of Merger is on file at One World Trade Center, Suite 7817, New York, New York 10048, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of either of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 18th day of February, 1999.

FULL SERVICE TRADE SYSTEM, INC.,
a Delaware corporation

By:



Kurt Cavano,
Chief Executive Officer and President

CERTIFICATE OF INCORPORATION
OF
FULL SERVICE TRADE SYSTEM, INC.

* * * * *

ARTICLE I.

NAME

The name of the corporation (the "Corporation") is:
Full Service Trade System, Inc.

ARTICLE II.

REGISTERED AGENT AND ADDRESS

The address of its registered office 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 such address is The Corporation Trust Company.

ARTICLE III.

BUSINESS

The nature of the business or purposes to be conducted or promoted by 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.

ARTICLE IV.

CAPITAL STOCK

A. Authorized Capital

The total authorized capital stock of the Corporation shall be forty five million one hundred thousand (45,100,000) shares consisting of (i) twenty five million (25,000,000) shares of Common Stock, par value \$0.01 per share (the "Common Stock"); (ii) twenty million (20,000,000) shares of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock" and, together with the Common Stock, the "Common Equity"); and (iii) one hundred thousand (100,000) shares of Preferred Stock, par value \$1.00 per share (the "Preferred Stock").

B. The Preferred Stock

The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article IV, to provide for the issuance of the shares of Preferred Stock in one or more series, and by resolution and filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

1. The number of shares constituting that series and the distinctive designation of that series;
2. The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
3. Whether that series shall have voting rights, in addition to the voting rights provided by law, including without limitation the authority to confer multiple votes per share, voting rights as to specified matters or issues such as mergers, consolidations or sales of assets, or voting rights to be exercised either together with holders of common stock as a single class, or independently as a separate class, and, if so, the terms of such voting rights;
4. Whether that series shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the

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conversion rate in such events as the Board of Directors shall determine;

5. Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

6. Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

7. The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and

8. Any other relative rights, preferences and limitations of that series,

all as shall be determined from time to time by the Board of Directors and shall be stated in a resolution or resolutions providing for the issuance of such Preferred Stock (a "Preferred Stock Designation").

Except as may be provided by the Board of Directors in a Preferred Stock Designation or by law, shares of any series of Preferred Stock that have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or that, if convertible or exchangeable, have been converted into or exchanged for shares of stock of any other class or classes shall have the status of authorized and unissued shares of Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Stock.

The designations, powers, preferences and relative rights of the shares of each series of Preferred Stock and the qualifications, limitations and restrictions thereof, may, to the extent permitted by law, be similar to or differ from those of any other series. All shares of the Preferred Stock of any one series shall be identical to each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon, if cumulative, shall be cumulative.

Unless otherwise provided by the Board of Directors in a Preferred Stock Designation, all accrued dividends on outstanding shares of any series of Preferred Stock shall be paid

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or declared and set apart for payment and all required redemptions of any series of Preferred Stock shall be made before (i) any dividends shall be paid or declared and set apart for payment on the shares of Common Equity or (ii) any shares of Common Equity shall be purchased or otherwise acquired by the Corporation.

C. Reserved

D. The Common Equity

Except as otherwise set forth in this Amended Certificate of Incorporation, all shares of Common Stock and Class A Common Stock shall be identical and shall entitle the holder thereof to the same rights and privileges. The relative powers, preferences and rights of, and the qualifications, limitations and restrictions granted to and imposed upon, the Common Stock and Class A Common Stock are as follows:

1. Dividends. Subject to the preferences and other rights of any outstanding shares of any series of Preferred Stock, the holders of Common Equity shall be entitled to receive dividends when and as declared by the Board of Directors out of funds legally available therefor. Holders of shares of Common Stock and Class A Common Stock shall be entitled to share equally, share for share, in such dividends, except that if dividends are declared which are payable in shares of Common Stock or Class A Common Stock, dividends shall be declared which are payable at the same rate in both classes of stock and the dividends payable in shares of Common Stock shall be payable to the holders of that class of stock and the dividends payable in shares of Class A Common Stock shall be payable to the holders of that class of stock.

2. Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, voluntary or involuntary, after payment or provision for payment to the holders of any outstanding shares of Preferred Stock of the amounts to which they may be entitled, the remaining assets of the Corporation available to stockholders shall be distributed equally per share to the holders of Common Equity irrespective of class.

3. Voting Rights. Except as otherwise provided by law, each holder of Common Stock shall be entitled to one vote in respect of each share of Common Stock held of record on all matters submitted to a vote of stockholders. Except as otherwise provided by law, each holder of Class A Common Stock shall be entitled to one vote in respect of each share of Class A Common Stock held of record on all matters submitted to a vote of stockholders.

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4. Separate Class Approval Required. In addition to any other vote required under applicable law or this Amended Certificate of Incorporation, any amendment of this Amended Certificate of Incorporation that alters the relative rights of the Common Stock and Class A Common Stock must be approved by (a) a majority of the shares of Common Stock present and entitled to vote at a meeting of the holders of Common Stock at which a majority of the outstanding Common Stock is present and (b) a majority of the shares of Class A Common Stock present and entitled to vote at a meeting of the holders of Class A Common Stock at which a majority of the outstanding Class A Common Stock is present.

5. Conversion of Class A Common Stock.

(a) Each share of Class A Common Stock shall automatically, upon the occurrence of a Qualified Public Offering without any further action on the part of the holder thereof, be converted into one fully paid and nonassessable share of Common Stock.

(b) From and after the occurrence of a Qualified Public Offering certificates representing shares of Class A Common Stock shall represent solely the right to receive Common Stock.

(c) Following a Qualified Public Offering, a holder of Class A Common Stock may surrender to the Corporation at its principal offices, or to any transfer agent for the Corporation, (i) the certificate(s) representing shares of Class A Common Stock converted, and (ii) a transfer instrument(s) satisfactory to the Corporation and sufficient to transfer such shares of Class A Common Stock to the Corporation free of any adverse interest, in exchange for a certificate representing the shares of Common Stock into which the shares of Class A Common Stock have been converted.

(d) The Corporation shall not be required to issue or deliver any certificate unless and until the holder of the shares so surrendered has paid to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of the Corporation that such tax has been paid.

(e) The Corporation shall at all times reserve and keep available out of its authorized but unissued Common Stock the full number of shares of such stock into which all shares of Class A Common Stock from time to time outstanding are convertible.

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(f) Shares of Class A Common Stock which are converted into shares of Common Stock as provided in this Section 5 shall not be reissued.

6. Reclassifications. In the event of any stock split, combination or other reclassification of shares of Common Equity, each share of Common Equity shall be treated equally; provided, that in any such transaction, only holders of Common Stock shall receive shares of Common Stock and only holders of Class A Common Stock shall receive shares of Class A Common Stock.

7. No Preemptive Rights. No holder of Common Equity shall, by virtue of this Amended Certificate of Incorporation or Delaware law generally, have any preemptive right to subscribe to any additional issue of stock of the Corporation of any or all class or series thereof or to any security convertible into such stock.

8. Class A Common Stock Transfer Restrictions. No holder of Class A Common Stock may Transfer such holder's shares of Class A Common Stock, except for (i) Transfers to a Permitted Transferee, and (ii) Transfers approved by the Board of Directors of the Corporation; provided, however, that as a condition to a transfer pursuant to clause (i) such Permitted Transferee shall agree in writing with the Corporation that prior to such time as the Permitted Transferee ceases to meet the definition of Permitted Transferee with respect to its transferor, it shall transfer such shares of Class A Common Stock back to its transferor.

9. Transferees; Non-complying Transfers. In the event of any purported Transfer of any shares of Class A Common Stock in violation of this Amended Certificate of Incorporation, such purported Transfer shall be void and of no effect, and no dividend of any kind whatsoever nor any distribution pursuant to liquidation or otherwise shall be paid by the Corporation to the purported transferee in respect of such shares (all such dividends and distributions being deemed waived), and the voting rights of such shares, if any, on any matter whatsoever shall remain vested in the transferor. In the event of such a non-complying Transfer, the Corporation shall not Transfer any such shares on its books or recognize the purported transferee as a stockholder, for any purpose.

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ARTICLE V.**DIRECTORS****A. General**

The number of persons comprising the entire Board of Directors of the Corporation shall be as determined from time to time by the Board of Directors, but shall not be less than three. Until such time as a Qualified Public Offering shall occur, there shall be three Class W Directors and the rest of the Directors shall be Class A Directors. At each annual meeting of stockholders, or at any duly called special meeting of stockholders, subject to the terms of any Preferred Stock Designation, the Class W Directors shall be elected by the majority of the votes cast by holders of Common Stock at such a meeting and the Class A Directors shall be elected by the majority of the votes cast by holders of capital stock at such a meeting.

B. Filling of Vacancies

Any vacancy among the directors, occurring from any cause whatsoever, may be filled by a majority of the remaining directors of the same class as the director who left the Board of Directors, even though such remaining directors do not constitute a quorum; provided, however, that the stockholders removing any director may at the same meeting or by written consent fill the vacancy caused by such removal, and provided, further, that if the directors fail to fill any such vacancy, the stockholders entitled to vote thereon may fill such vacancy at any special meeting of stockholders called for that purpose. Any person elected or appointed to fill a vacancy shall hold office, subject to the right of removal as hereinbefore provided, until the next annual election and until his successor is elected and qualified.

C. Quorum of Directors

At all meetings of the Board of Directors, a majority of the entire Board of Directors shall be required to constitute a quorum for the transaction of business and, except as set forth in Section D below, the act of a majority of the entire Board of Directors shall be sufficient to constitute the act of the Board of Directors.

D. Vote Requirement for Certain Board Action

The approval of a majority of the entire Board of Directors shall be required to authorize the following actions on behalf of the Corporation, and, prior to the occurrence of a Qualified Public Offering, such majority affirmative vote must include the affirmative vote of at least one Class W Director to:

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1. hire or terminate any executive officer of the Corporation, including without limitation, the Chief Executive Officer, the President or the Chief Financial Officer;
2. authorize or effect any debt or equity financing, including the issuance by the Corporation of any securities, including, without limitation, debt securities, guarantees, shares of capital stock or rights to acquire capital stock other than (x) pursuant to options, warrants, conversion or subscription rights in existence on the date of this Amended Certificate of Incorporation or (y) pursuant to stock option, stock bonus or other employee stock plans for the benefit of the employees of the Corporation or its subsidiaries in existence as of such date;
3. incur any indebtedness for borrowed money, other than indebtedness outstanding on the date hereof;
4. make any loan or guarantee the indebtedness of any Person;
5. authorize or effect (a) any Transfer of all or substantially all the assets of the Corporation; (b) any merger or consolidation or other reorganization of the Corporation with or into another Person, (c) the acquisition by the Corporation of another Person by means of a purchase of all or substantially all the assets of such Person or by acquisition of its stock, or otherwise, or (d) a liquidation, winding up, dissolution or adoption of any plan for the same;
6. Transfer, in any single transaction or series of related transactions, material assets other than in the ordinary course of business;
7. file a petition under the United States Bankruptcy Code or any other insolvency law, or admit in writing its bankruptcy, insolvency or general inability to pay its debts, or consent to the appointment of any receiver, liquidator or other Person performing similar functions;
8. enter into any joint venture, strategic alliance or partnership with any Person which (a) requires material investment of the Corporation's organizational or financial resources, (b) has a duration in excess of one year or (c) has cumulative obligations for the Corporation in excess of \$1,000,000;

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9. make or incur any capital expenditures or investments other than those included in an annual budget approved pursuant to clause (13) below or which individually and in the aggregate do not exceed \$25,000 in any calendar year;
10. authorize or effect the payment of dividends or the redemption or repurchase of any securities of the Corporation, including, without limitation, any capital stock of the Corporation or rights to acquire capital stock of the Corporation;
11. make any material change in the nature of its business or strategy or enter into a line of business other than the facilitation of international commerce;
12. subject to the terms of any Preferred Stock Designation, amend or repeal any provision of the Corporation's Certificate of Incorporation or By-Laws, including without limitation a change in the number of members of the Board of Directors of the Corporation;
13. approve the Corporation's annual budget and marketing plan, or any material amendment or modification thereto;
14. amend, modify or terminate any employment agreement between the Corporation and any executive officer of the Corporation;
15. approve or adopt (other than Full Service Trade System, Inc. Stock Option Plan), amend, modify or terminate any stock plan, 401(k) plan, defined benefit or defined contribution plan or similar employee benefit plan;
16. grant any stock options or other equity-based awards, or authorize senior management compensation plans or arrangements;
17. compensate or agree to compensate (including payment of salary, benefits and bonuses) officer or employees of the Corporation whose annual compensation exceeds \$150,000;
18. enter into any transaction, other than employment agreements on a basis consistent with past practice, with any officer, director or beneficial owner of five percent (5%) or more of the Common Stock and/or Class A Common Stock of the

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Corporation or any Affiliate of any of the foregoing; or

19. authorize, agree or enter into any agreement to do any of the foregoing actions listed in this Section D.

ARTICLE VI.

BY-LAWS

Except as provided in Article V.D(12) hereof, in furtherance and not in limitation of the powers conferred by statute, the By-Laws of the Corporation may be made, altered, amended or repealed by the stockholders or by a majority of the entire Board of Directors.

ARTICLE VII.

DEFINITIONS

"Affiliate" means, with respect to any Person, any other Person that, directly or indirectly, controls, is controlled by or is under common control with such first Person. For the purposes of this definition, "control" (including with correlative meanings, the terms "controlled by" and "under common control with") shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities or by contract or otherwise.

"Business Day" means a day, other than a Saturday or a Sunday, on which commercial banks are not required or authorized to close in the City of New York.

"Convertible Security" means a security which by its terms is exercisable for, or exchangeable or convertible into Common Stock or another Convertible Security. The Class A Common Stock shall be deemed to be a Convertible Security.

"Immediate Family Member" means parents, mother-in-law or father-in-law, husband or wife, brother or sister, brother-in-law or sister-in-law, son-in-law or daughter-in-law, and children. In addition, the term shall include any other natural person who is supported, directly or indirectly, to a material extent by the referenced Person.

"Permitted Transferee" with respect to any holder of Class A Common Stock means any (a) Affiliate of such holder, or (b) in the case of a holder that is a natural person, (i) the estate of such holder, (ii) any Immediate Family Member of such holder, or (iii) a trust for the benefit of such holder and/or one or more of such holder's Immediate Family Members; or (c)

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solely with respect to any Affiliate of the General Electric Company holding shares of Class A Common Stock, in the event the Corporation shall terminate that certain General Services Agreement, dated as of December 31, 1997, by and between the Corporation (as successor in interest) and GE Information Services, Inc., any other Person.

"Person" means any individual, partnership, corporation, trust, association, limited liability company, governmental entity or agency or any other entity.

"Qualified Public Offering" means the closing of an underwritten public offering pursuant to an effective registration statement under the Securities Act covering the offer and sale of Common Stock for the account of the Corporation to the public generally at a price to the public which places upon the Corporation a value (after the receipt of proceeds of such offering) of at least \$100 million and in which the net proceeds to the Corporation are not less than \$25 million.

"Securities Act" means the Securities Act of 1933, as amended.

"Transfer" means any direct or indirect assignment, hypothecation, pledge, sale transfer or other disposition or encumbrance.

ARTICLE VIII.

INDEMNIFICATION AND EXCULPATION

A. Indemnification

1. Indemnification for Third Party Actions. The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Delaware any person (an "Indemnitee") 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 such Indemnitee is or was a director, officer, incorporator of the Corporation, or employee or agent of the Corporation determined by the Board of Directors to be eligible for indemnification, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other similar capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Indemnitee in connection with such action, suit or proceeding if such Indemnitee acted in good faith and in a

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manner such Indemnitee 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 that the 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 such Indemnitee did not act in good faith and in a manner which such Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, shall not, of itself, create a presumption that the person had reasonable cause to believe that his conduct was unlawful.

2. Indemnification for Actions by or on Behalf of the Corporation. The Corporation shall have the power to 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 the 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 against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if such Indemnitee acted in good faith and in a manner the Indemnitee 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 Indemnitee shall have been adjudged to be liable 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 Indemnitee is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

3. Payment of Expenses. Expenses (including attorneys' fees) incurred in defending any civil, criminal, administrative or investigative action, suit or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suit or proceeding against an officer, trustee, employee or agent) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that

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such Indemnitee is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

4. Nonexclusivity of Provision. The indemnification and other rights set forth in this Article shall not be exclusive of any provisions with respect thereto in the By-Laws or any other contract or agreement between the Corporation and any officer, director, employee or agent of the Corporation.

B. Limitation on Liability

No director or officer shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director or officer, except for any matter in respect of which such director or officer (A) shall be liable under Section 174 of the General Corporation Law of the State of Delaware or any amendment thereto or successor provision thereof, or (B) shall be liable by reason that, in addition to any and all other requirements for liability, he:

1. shall have breached his duty of loyalty to the Corporation or its stockholders;
2. shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
3. shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law; or
4. shall have derived an improper personal benefit.

C. Effect of Repeal

Neither the amendment nor repeal of all or a portion of this Article VIII, nor the adoption of any provision of this Amended Certificate of Incorporation inconsistent with all or a portion of Article VIII, shall eliminate or reduce the effect of this Article VIII, in respect of any matter occurring before such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to this Article VIII, if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

D. Increased Scope

If the General Corporation Law of the State of Delaware is amended after February 1, 1999 to authorize corporate action

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further eliminating or limiting the personal 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.

Article IX

SOLE INCORPORATOR

The sole incorporator of the Corporation is Thomas R. Salley, Esquire, whose mailing address is Andrews & Kurth L.L.P., 1701 Pennsylvania Ave, N.W., Suite 300, Washington, D.C. 20006.