

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vista Information Solutions, Inc.		07/31/2001	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Fidelity National Information Solutions, Inc.		
Street Address:	601 Riverside Avenue		
City:	Jacksonville		
State/Country:	FLORIDA		
Postal Code:	32204		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2617730	FIRSTVIEW	
Registration Number:	2710441	LISTINGSMANAGER	
Registration Number:	2641861	LISTINGSMANAGER PRO	
Registration Number:	2648494	TEELAPOINT	
Registration Number:	2375376	NEARMYHOME.COM	
CORRESPONDENCE DATA			
Fax Number:	(314)436-8400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(314) 231-2800		
Email:	jbg@stolarlaw.com		
Correspondent Name:	John B. Greenberg		
Address Line 1:	911 Washington Avenue		
Address Line 2:	7th Floor		
Address Line 4:	St. Louis, MISSOURI 63101		
NAME OF SUBMITTER:	John B. Greenberg		

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Signature:

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Date:

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Total Attachments: 17

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State of Delaware
Office of the Secretary of State **PAGE 1**

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "VISTA INFORMATION SOLUTIONS, INC.", CHANGING ITS NAME FROM "VISTA INFORMATION SOLUTIONS, INC." TO "FIDELITY NATIONAL INFORMATION SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JULY, A.D. 2001, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRTY-FIRST DAY OF JULY, A.D. 2001, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1398635

DATE: 10-18-01

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**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
VISTA INFORMATION SOLUTIONS, INC.**

VISTA Information Solutions, Inc. a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is VISTA Information Solutions, Inc. VISTA Information Solutions, Inc. was originally incorporated under the same name, and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on March 2, 1998.
2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of this Corporation.
3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full.
4. This Amended and Restated Certificate of Incorporation was duly adopted by written consent of the stockholders in accordance with the applicable provisions of Section 228, 242 and 245 of the General Corporation Law of the State of Delaware and written notice of the adoption of this Amended and Restated Certificate of Incorporation has been given as provided by Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.
5. This Amended and Restated Certificate of Incorporation shall be effective at 4:30 p.m. EST on July 31, 2001.

- FIRST:** The name of the Corporation is Fidelity National Information Solutions, Inc. (hereinafter sometimes referred to as the "Corporation").
- SECOND:** The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle. The name of the 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 a corporation may be organized under the General Corporation Law of Delaware.
- FOURTH:** The shares of capital stock of the Corporation shall be subject to the following:

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DIVISION OF CORPORATIONS
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1. **Classes of Stock.** The Corporation is authorized to issue two classes of shares to be designated respectively "Preferred Stock" and "Common Stock." The total number of shares of Common Stock authorized is Two Hundred Million (200,000,000), each with the par value of \$.001 per share, and the total number of shares of Preferred Stock authorized is Two Million (2,000,000), each with the par value of \$.001 per share. Upon the amendment of the Certificate of Incorporation as provided for herein (the "Effective Date"), each share of Common Stock issued and outstanding on the Effective Date ("Old Common Stock") shall be converted into one-seventh of a share of Common Stock ("New Common Stock"). No certificates or scrip representing a fractional share of New Common Stock will be issued, and no fractional share interest will entitle holder to vote, or to any rights as a stockholder, of the Corporation. In lieu of any such fractional shares, any fractional interest resulting from such change shall be rounded upward to the nearest whole share. The issuance of this additional fraction of share due to rounding is given solely to save expense and inconvenience of issuing fractional shares or cash payments in lieu thereof and does not represent separately bargained for consideration.

2. **Preferred Stock.** The Preferred Stock may be issued in from time to time in one or more series. The Board of Directors of this Corporation, by resolutions duly adopted by the affirmative vote of no fewer than two-thirds of its members, is authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them. The Board of Directors is also authorized to increase or decrease the number of shares of any series of Preferred Stock prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series (including series subsequently designated by the Board of Directors) shall be decreased, the shares constituting such decrease shall resume the status of authorized shares of Preferred Stock without designation as to series. The number of shares constituting a series and the relative powers, rights, preferences, privileges, qualifications, limitations and restrictions granted to or imposed upon the shares of series of Preferred Stock authorized by resolution of the Board of Directors shall be set forth in Certificates of Designation filed with the Secretary of State of Delaware.

3. **Rights, Preferences, Privileges and Restrictions.** In addition to the series Preferred Stock that may be authorized by resolutions of the Board of Directors as provided in Section 2 of this Article FOURTH, there shall be one series of Preferred Stock, designated as "Series F Convertible Preferred Stock." The Series F Convertible Preferred Stock shall consist of Two Thousand Five Hundred (2,500) shares. The relative powers, rights, preferences, privileges, qualifications, limitations and restrictions granted to or imposed upon the Series F Convertible Preferred Stock are set forth in Article FIFTH.

FIFTH: The shares of Series F Convertible Preferred Stock shall have the respective powers, preferences and rights as follows:

1. **Ranking.** The shares of Series F Convertible Preferred Stock (the "F Preferred Stock") shall rank senior to all other shares of Preferred Stock with respect to dividends (including accrued but unpaid dividends payable upon liquidation), pari passu with all

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other shares of Preferred Stock with respect to liquidating distributions, and senior to the Junior Stock (as defined below) as to the distribution of assets (upon liquidation or otherwise) and payment of dividends.

2. Dividends.

a. Holders of F Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation out of funds legally available therefor, cumulative cash dividends at the rate per share (as a percentage of the Stated Value (as defined below) per share) equal to 12.0% per annum, payable quarterly in arrears on March 1, June 1, September 1 and December 1 in each year, with the first dividend payable on December 1, 1997. Dividends on the F Preferred Stock shall accrue on March 1, June 1, September 1 and December 1 of each year beginning on December 1, 1997 and shall be deemed to accrue on such date whether or not earned or declared. Each such dividend shall be payable to holders of record as they appear on the books of the Corporation on such record dates, which shall be 30 days prior to the payment dates thereof unless another record date, which shall be no more than 45 days prior to such payment dates, shall be fixed by the Board of Directors of the Corporation. Holders of F Preferred Stock on an applicable record date for any dividend payment shall be entitled to receive such dividend payment and any other accrued and unpaid dividends which were accrued prior to such dividend payment date, without regard to any sale or disposition of such F Preferred Stock subsequent to the applicable record date but prior to the applicable dividend payment date. The Corporation shall pay interest on all accrued but unpaid dividends at an annual rate of 14.0% (or, if less, the maximum rate allowable by law) compounded annually from the date of accrual until paid. The shares of F Preferred Stock shall each have a stated value of \$1,000.00 per share (the "Stated Value").

b. So long as any F Preferred Stock shall remain outstanding, in no event shall any dividend or distribution (other than a dividend or distribution described in Section 5) be paid upon, nor shall any distribution be made in respect of, any other shares of Preferred Stock or the Junior Stock, nor shall any monies be set aside for or applied to the purchase or redemption (through a sinking fund or otherwise) of any other shares of Preferred Stock or the Junior Stock unless all dividends on the F Preferred Stock for all past dividend periods shall have been paid, plus interest at an annual rate of 14.0% (or, if less, the maximum rate allowable by law) compounded annually from the date of accrual until paid.

3. Voting Rights. Holders of F Preferred Stock shall be entitled to vote on all matters submitted to a vote of the holders of Common Stock, with each share of such series entitled to the number of votes equal to the number of shares of Common Stock into which the shares of such series are then convertible. Except as otherwise provided by law or as otherwise provided herein, the holders of shares of F Preferred Stock shall vote with all other shares of capital stock outstanding as a single class. Provided, so long as any shares of the F Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the holders of a majority of each such series as to which shares remain outstanding, (i) alter or change adversely the powers, preferences or rights given to the F Preferred Stock, or (ii) authorize or create any class of stock or series of preferred stock ranking as to dividends or distribution of assets (upon liquidation or otherwise) prior to the F Preferred Stock. So long as there are at least 250 shares of F Preferred Stock outstanding, the Corporation shall not, without the affirmative vote of a

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majority of the outstanding shares of such F Preferred Stock, take or permit to occur any of the following actions:

(i) an increase in the number of persons serving on the Board of Directors;

(ii) any delegation of rights of the Board of Directors to an executive or other committee of the Board of Directors currently existing or hereafter proposed, or to any other one or more persons or entities other than the duly elected officers of the Corporation in accordance with the Bylaws of the Corporation, except to the Compensation Committee and committees that report to the Board of Directors and have no authority to act or bind the Corporation;

(iii) any change to any provision in the Certificate of Incorporation, or any provision in the Bylaws of the Corporation, except for changes in the Bylaws that would not materially and adversely affect any rights, powers or privileges of Series F Preferred;

(iv) any designation or reclassification of any additional class, or series within a class, of capital stock of the Corporation, or any other change to any rights, powers or privileges incident to any shares, or any class or series of shares, of capital stock of the Corporation, or the authorization, creation or issuance of any warrants, options, bonds, debentures, notes or other instruments convertible into or exchangeable or exercisable for, or having rights to purchase, any shares other than Common Stock;

(v) any sale, lease, transfer or other disposition of all or a substantial portion of the assets of the Corporation or any other disposition of significant assets, disposition of a product line or other disposition outside of the ordinary course of the business of the Corporation;

(vi) any merger, consolidation or other business combination involving the Corporation or exchange of any shares, or any class or series thereof, of capital stock of the Corporation;

(vii) the acquisition of another business operation or the assets thereof where the business operation or the assets are material to the Corporation at the time of such contemplated transaction;

(viii) entering into a joint venture or distribution agreement or modifying any existing joint venture or distribution agreement, which agreement as originally executed or as modified does or is projected to (A) produce annual revenues of greater than \$1,000,000 within two years of the effective date of such agreement or modification, or (B) expose the Corporation to out-of-pocket expenses or costs (exclusive of product liability or any other contingent liability) of, or require or permit the Corporation to invest, \$1,000,000 or more;

(ix) any transaction with an Affiliate (as defined in Section 7 hereof), except a transaction or series of transactions involving less than \$200,000 in the

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aggregate and which are for services actually rendered (and out-of-pocket expenses related thereto) at the same rate the Corporation would have been charged (and expenses) for equivalent services rendered on an ann's-length basis;

(x) the establishment or modification of any stock option plans, pension plans, qualified benefit plans or the like;

(xi) any material change or material modification to the Geographic Underwriters System Joint Service Agreement made as of October 1, 1992 between Insurance Service Office Inc. and the Corporation;

(xii) any direct or indirect redemption, purchase or other acquisition of any capital stock of the Corporation; or

(xiii) any transaction of similar substantive effect to any of the foregoing.

4. Liquidation. In the event of any liquidation, dissolution or winding-up of the business of the Corporation, whether voluntary or involuntary, the holders of shares of the F Preferred Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, for each share of the F Preferred Stock an amount equal to \$1,000.00 per share, plus (i) an amount equal to accrued but unpaid dividends per share, whether declared or not, and (ii) interest on all accrued but unpaid dividends at an annual rate of 14.0% (or, if less, the maximum rate allowable by law) compounded annually from the date of accrual until paid, before any distribution shall be made to the holders of Common Stock of the Corporation, and if the assets of the Corporation shall be insufficient to pay in full such amounts, together with such amounts as are payable to the holders of other outstanding shares of the Corporation's Preferred Stock, then such assets shall be distributed (i) first to the holders of shares of F Preferred Stock in an amount equal to (A) accrued but unpaid dividends on the F Preferred Stock, whether declared or not, and (B) interest on all accrued but unpaid dividends at an annual rate of 14.0% (or, if less, the maximum rate allowable by law) compounded annually from the date of accrual until paid, before any distribution shall be made to the holders of any other shares of Preferred Stock, and if the assets of the Corporation shall be insufficient to pay in full such amount, then such assets shall be distributed among the holders of shares of F Preferred Stock in accordance with the respective amounts that would be payable on such shares if such accrued but unpaid dividends and interest thereon were paid in full, and (ii) second among the holders of the Corporation's Preferred Stock ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full.

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5. Conversion.

a. Each share of F Preferred Stock, at the option of the holder, shall be convertible into shares of Common Stock at the Conversion Ratio (as defined below) at the option of the holder, in whole or in part at any time on or after the earlier of (i) the closing by June 30, 1998 of a registered public offering of Common Stock, in which the gross proceeds of the offering are at least \$15,000,000.00, and the offering price per share of Common Stock is greater than \$8.00 per share (adjusted for stock splits, stock dividends, or other recapitalizations) (a "Qualified Offering") or (ii) July 1, 1998 (the "Conversion Term"). The holder shall effect conversions by delivering to the Corporation a written notice (the "Conversion Notice"), accompanied by the certificate, duly endorsed to the Corporation or in blank, representing the shares of the F Preferred Stock to be converted. Each Conversion Notice shall specify the number of shares of F Preferred Stock to be converted and the date on which such conversion is to be effected (the "Conversion Date"), which shall in no event be earlier than the date such Conversion Notice is given in accordance with Section 5(l) below. Each Conversion Notice, once given, shall be irrevocable. If the holder is converting less than all shares of F Preferred Stock, the Corporation shall promptly deliver to the holder a certificate for such number of shares of F Preferred Stock as have not been converted.

b. Within ten Trading Days (as defined below) after the Conversion Date, the Corporation will deliver to the holder (i) a certificate or certificates which shall be free of restrictive legends and trading restrictions (other than those then required by federal and state securities law), representing the number of shares of Common Stock being acquired upon the conversion of shares of F Preferred Stock, and (ii) a certificate representing the number of shares of F Preferred Stock not converted; provided, however that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon conversion of any shares of Preferred Stock, until certificates evidencing such shares of F Preferred Stock are either delivered to the Corporation or any transfer agent for the F Preferred Stock, or the holder notifies the Corporation that such certificates have been lost, stolen or destroyed and provides a bond (or other adequate security acceptable to the Corporation) satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith.

c.

(i) The initial Conversion Price of the Series F Preferred shall be (i) 75% of the offering price per share of Common Stock sold by the Corporation in a Qualified Offering, or (ii) if no Qualified Offering is closed, 75% of the average Closing Bid Price for the Common Stock for the 20 consecutive Trading Days ending on June 30, 1998.

(ii) If the Corporation, at any time while any shares of F Preferred Stock are outstanding, shall (a) pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of its capital stock (whether payable in shares of its Common Stock or of capital stock of any class), (b) subdivide its outstanding shares of Common Stock into larger number of shares, (c) combine its outstanding shares of Common Stock into a smaller number of shares, or (d) issue by reclassification of shares of Common Stock any shares of capital stock of the Corporation, the Conversion Price designated in Section 5(c)(i) shall be multiplied by a fraction of which the numerator shall be the

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number of shares of Common Stock of the Corporation outstanding before such event and of which the denominator shall be the number of shares of Common Stock outstanding after such event. Any adjustment made pursuant to this Section 5(c)(ii) shall become effective immediately after the record date in the case of a dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification.

(iii) If the Corporation, at any time while any shares of the F Preferred Stock are outstanding, shall issue rights or warrants to all holders of Common Stock entitling them to subscribe for or purchase shares of Common Stock at a price per share less than the Per Share Market Value (as defined below) of Common Stock at the record date mentioned below, the Conversion Price designated in Section 5(c)(i) shall be multiplied by a fraction, of which the denominator shall be the number of shares of Common Stock outstanding on the date of issuance of such rights or warrants plus the number of additional shares of Common Stock offered for subscription or purchase, and of which the numerator shall be the number of shares of Common Stock outstanding on the date of issuance of such rights or warrants plus the number of shares which the aggregate offering price of the total number of shares so offered would purchase at such Per Share Market Value. Such adjustment shall be made whenever such rights or warrants are issued, and shall become effective immediately after the record date for the determination of stockholders entitled to receive such rights or warrants. However, upon the expiration of any right or warrant to purchase Common Stock the issuance of which resulted in an adjustment in the Conversion Price pursuant to this Section 5(c)(iii), if such right or warrant shall expire and shall not have been exercised, the Conversion Price shall immediately upon such expiration be recomputed and effective immediately upon such expiration be increased to the price which it would have been (but reflecting any other adjustments in the Conversion Price made pursuant to the provisions of this Section 5 after the issuance of such rights or warrants) had the adjustment of the Conversion Price made upon the issuance of such rights or warrants been made on the basis of offering for subscription or purchase only that number of shares of Common Stock actually purchased upon the exercise of such rights or warrants actually exercised.

(iv) If the Corporation, at any time while any shares of F Preferred Stock are outstanding, shall grant or issue (A) options or warrants entitling the holder to subscribe for or purchase shares of Common Stock at an exercise price less than the Conversion Price of the F Preferred Stock, or (B) securities convertible into Common Stock at a conversion price less than the Conversion Price of the F Preferred Stock then the Conversion Price designated in Section 5(c)(i) shall be automatically reset to such lower conversion price. Provided, that the adjustment provided by this Section 5(c)(iv) shall not apply to issuance of securities pursuant to options, warrants, or conversion rights outstanding on the Original Issue Date (as defined below), and further, shall not be applicable until (i) the Corporation shall have issued, after the Original Issue Date, options, warrants, or convertible securities, exercisable or convertible into 250,000 shares of Common Stock at an exercise or conversion price less than the Conversion Price of the F Preferred, provided that such exercise or conversion price is equal to or greater than the Per Share Market Value on the date of issuance and (ii) the Corporation shall have issued, after the Original Issue Date, an aggregate of 250,000 shares of Common Stock or equity securities convertible into Common Stock at an issue or conversion price less than the Conversion Price of the F Preferred Stock. Such adjustment shall be made whenever such options, warrants, convertible securities or Common Stock are issued at an exercise or

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conversion price less than the Conversion Price, and such adjustment shall become effective immediately after the date on which such options, warrants or convertible securities are issued at an exercise or conversion price less than the Conversion Price. Provided, that the Corporation may, prior to the effective date of any adjustment under this Section 5(c)(iv), redeem all (but not less than all) of the then outstanding F Preferred Stock in accordance with the procedures of Section 6. In such case, the redemption price per share shall be the sum of (i) \$1,000.00, (ii) all accrued but unpaid dividends, (iii) interest on such accrued but unpaid dividends at an annual rate of 14% (or, if less, the maximum rate allowable by law), and (iv) an amount equal to (A) 25% of Stated Value per share, compounded annually from the Original Issue Date to the Redemption Date, minus (B) all previously paid dividends on such shares being redeemed plus amounts payable under clause (ii).

(v) In case the Corporation, at any time while shares of F Preferred Stock are outstanding, shall distribute to all holders of Common Stock (and not to holders of F Preferred Stock) evidences of its indebtedness or assets or rights or warrants, to subscribe for or purchase any security (excluding those referred to in Section 5(c)(iii) above) then in each such case the Conversion Price at which each share of the F Preferred Stock shall thereafter be convertible shall be determined by multiplying the Conversion Price in effect prior to the record date fixed for determination of stockholders entitled to receive such distribution by a fraction of which the denominator shall be the Per Share Market Value of Common Stock determined as of the record date mentioned above, and of which the numerator shall be such Per Share Market Value of the Common Stock on such record date less the then fair market value at such record date of the portion of such assets or evidence of indebtedness so distributed applicable to one outstanding share of Common Stock as determined by the Board of Directors of the Corporation in good faith; provided, however that in the event of a distribution exceeding ten percent of the net assets of the Corporation, then such fair market value shall be determined by a nationally recognized or major regional investment banking firm or firm of independent certified public accountants of recognized standing (which may be the firm that regularly examines the financial statements of the Corporation) (an "Appraiser") selected in good faith by the holders of a majority in interest of the shares of F Preferred Stock; and provided, further, that the Corporation, after receipt of the determination by such Appraiser shall have the right to select an additional Appraiser, in which case the fair market value shall be equal to the average of the determination by each such Appraiser. In either case the adjustments shall be described in a statement provided to all holders of F Preferred Stock of the portion of assets or evidences of indebtedness so distributed or such subscription rights applicable to one share of Common Stock. Such adjustment shall be made whenever any such distribution is made and shall become effective immediately after the record date mentioned above.

(vi) All calculations under this Section 5 shall be made to the nearest cent or the nearest 1/100th of a share, as the case may be.

(vii) Whenever the Conversion Price is adjusted pursuant to Section 5(c)(ii), (iii), (iv) or (v), the Corporation shall promptly mail to each holder of shares of F Preferred Stock, a notice setting forth the Conversion Price after such adjustment and setting forth a brief statement of the facts requiring such adjustment.

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(viii) In case of any reclassification of the Common Stock, any consolidation or merger of the Corporation with or into another person, sale or transfer of all or substantially all of the assets of the Corporation or any compulsory share exchange pursuant to which share exchange the Common Stock is converted into other securities, cash or property, then the holders of the shares of F Preferred Stock then outstanding shall have the right thereafter to convert such shares only into the kind and amount of shares of stock and other securities and property receivable upon or deemed to be held following such reclassification, consolidation, merger, sale, transfer or share exchange by a holder of a number of shares of the Common Stock of the Corporation into which such shares of F Preferred Stock could have been converted immediately prior to such reclassification, consolidation, merger, sale, transfer or share exchange. The terms of any such consolidation, merger, sale transfer or share exchange shall include such terms so as to continue to give to the holder of shares of F Preferred Stock the right to receive the securities or property set forth in this Section 5(c)(viii) upon any conversion following such consolidation, merger, sale, transfer or share exchange. This provision shall similarly apply to successive reclassifications, consolidations, mergers, sales, transfers of share exchanges.

(ix) In case:

(A) the Corporation shall declare a dividend (or any other distribution) on its Common Stock; or

(B) the Corporation shall declare a special nonrecurring cash dividend on or a redemption of its Common Stock; or

(C) the Corporation shall authorize the granting to all holders of the Common Stock rights or warrants to subscribe for or purchase any shares of capital stock of any class or of any rights; or

(D) the approval of any stockholders of the Corporation shall be required in connection with any reclassification of the Common Stock of the Corporation (other than a subdivision or combination of the outstanding shares of Common Stock), any consolidation or merger to which the Corporation is a party, any sale or transfer of all or substantially all of the assets of the Corporation, or any compulsory share exchange whereby the Common Stock is converted into other securities, cash or property; or

(E) of the voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation;

then the Corporation shall cause to be filed at each office or agency maintained for the purpose of conversion of shares of F Preferred Stock, and shall cause to be mailed to the holders of shares of F Preferred Stock at their last addresses as they shall appear upon the stock books of the Corporation, at least 10 calendar days prior to the applicable record or effective date hereinafter specified, a notice stating (x) the date on which a record is to be taken for the purpose of such dividend, distribution, redemption, rights or warrants, or if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend, distributions, redemption, rights or warrants are to be determined, or (y) the date on which such

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reclassification, consolidation, merger, sale, transfer, share exchange, dissolution, liquidation or winding-up is expected to become effective, and the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, transfer, share exchange, dissolution, liquidation or winding-up (but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the corporate action required to be specified in such notice).

d. In case at any time conditions shall arise by reason of action taken by the Corporation which in the opinion of the Board of Directors of the Corporation are not adequately covered by the other provisions hereof and which might materially and adversely affect the rights of the holders of shares of Preferred Stock (different than or distinguished from the effect generally on the rights of holders of any class of the Corporation's capital stock) or in case at any time any such conditions are expected to arise by reason of any action contemplated by the Corporation, an Appraiser selected by the holders of a majority in interest of the shares of Preferred Stock shall give its opinion as to the adjustment, if any (not inconsistent with the standards established in this Section 5), of the Conversion Price (including, if necessary, any adjustment as to the securities into which shares of Preferred Stock may thereafter be convertible) and any distribution which is or would be required to preserve without diluting the rights of the holders of the shares of Preferred Stock; provided, however, that the Corporation, after receipt of the determination by such Appraiser, shall have the right to select an additional Appraiser, in which case the adjustment shall be equal to the average of the adjustments recommended by each such Appraiser. The Board of Directors of the Corporation shall make the adjustment recommended forthwith upon the receipt of such opinion or opinions or the taking of any such action contemplated, as the case may be; provided, however, that no such adjustment of the Conversion Price of the Preferred Stock shall be made which in the opinion of the Appraiser(s) giving the aforesaid opinion or opinions would result in an increase of the Conversion Price to more than the Conversion Price then in effect.

e. The Corporation covenants that it will at all times reserve and keep available, out of its authorized and unissued Common Stock solely for the purpose of issuance upon conversion of Preferred Stock as herein provided, free from preemptive rights or any other actual contingent purchase rights of Persons other than the holders of shares of Preferred Stock, such number of shares of Common Stock as shall be issuable (taking into account the adjustments and restrictions of Section 5(c) hereof) upon the conversion of all outstanding shares of Preferred Stock. The Corporation covenants that all shares of Common Stock that shall be so issuable shall, upon issue, be duly and validly issued and fully paid and nonassessable.

f. The Corporation shall not be required to issue stock certificates representing fractions of shares of Common Stock, but may if otherwise permitted, make a cash payment in respect of any final fraction of a share based on the Per Share Market Value at such time.

g. The issuance of certificates for shares of Common Stock on conversion of shares of Preferred Stock shall be made without charge to the holders thereof for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such certificate, provided that the Corporation shall not be required to pay any tax that may be

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payable in respect of any transfer involved in the issuance and delivery of any such certificate in a name other than that of the holder of the shares of Preferred Stock converted and the Corporation shall not be required to issue or deliver such certificates unless or until the person or persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

h. Shares of F Preferred Stock converted into Common Stock shall be canceled and shall have the status of authorized but unissued shares of Preferred Stock.

i. Each Conversion Notice shall be given by facsimile or by mail, postage prepaid, addressed to the attention of the Chief Financial Officer of the Corporation at the facsimile telephone number or address of the principal place of business of the Corporation. Any such notice shall be deemed given and effective upon the earliest to occur of (i) receipt of such facsimile at such facsimile telephone number, (ii) three days after deposit in the United States mail, or (iii) upon actual receipt by the party to whom such notice is required to be given.

6. Redemption.

a. Optional Redemption. The F Preferred Stock may be redeemed, in whole or in part at the option of the Corporation, at any time on or after June 30, 1998; provided the average Closing Bid Price of the Corporation's Common Stock for the 20 Trading Days preceding the date of the Redemption Notice (which such 20-trading day period may include Trading Days that fall on or prior to June 30, 1998) exceeds 200% of the Conversion Price of the F Preferred Stock, and the redemption price per share shall be the sum of (i) \$1,000.00, (ii) all accrued but unpaid dividends, and (iii) interest on such accrued but unpaid dividends at an annual rate of 14.0% (or, if less, the maximum rate allowable by law) compounded annually from the date of accrual until paid (the "Redemption Price"). Further provided, the F Preferred Stock may be redeemed, at the option of the Corporation, without regard to the Corporation's Common Stock price, at any time on or after August 31, 2002, at the Redemption Price.

b. Partial Redemption. In the event of a redemption of only a part of the then outstanding F Preferred Stock under Section 6(a) above, the Corporation shall effect such redemption *pro rata* according to the number of shares held by each holder of the F Preferred Stock.

c. Notice of Redemption Conversion. At least 20 days and not more than 60 days prior to the date fixed for any redemption of the F Preferred Stock (the "Redemption Date"), written notice (the "Redemption Notice") shall be mailed, postage prepaid, to each holder of record of the F Preferred Stock to be redeemed pursuant to such Redemption Notice, at such holder's address as last shown on the records of the Corporation. The Redemption Notice may be given on or prior to the date on which redemption is permissible at the Corporation's option pursuant to Sections 6(a) and 6(b) above, provided that the Redemption Date falls on or after the date on which redemption is first permissible at the Corporation's option pursuant to Sections 6(a) and 6(b) above. Notwithstanding the receipt of such notice, prior to and in lieu of redemption, any holder of F Preferred Stock may convert all or any part of such holder's shares of F Preferred Stock into Common Stock in accordance with Section 5 provided

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that the Conversion Date occurs prior to the Redemption Date. The Redemption Notice shall state:

- (i) whether all or less than all of the outstanding shares of F Preferred Stock are to be redeemed and the total number of shares being redeemed;
- (ii) the number of shares of F Preferred Stock held by the holder (to whom the Redemption Notice is addressed) which the Corporation intends to redeem;
- (iii) the Redemption Date and the Redemption Price; and
- (iv) that the holder is to surrender to the Corporation, in the manner and at the place designated, such holder's certificate or certificates representing the F Preferred Stock that is being redeemed.

d. Surrender of Certificates. On or before the Redemption Date, each holder of F Preferred Stock to be redeemed shall surrender the certificate or certificates representing such shares to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof, and each surrendered certificate shall be canceled and retired. In the event less than all of the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

e. Payment. On or before the Redemption Date, the Corporation shall deposit with any bank or trust Corporation, having a capital and surplus of at least \$100,000,000, as a trust fund, a sum equal to the Redemption Price plus the Redemption Premium, if any, of all of the F Preferred Stock called for redemption, with irrevocable instructions and authority to the bank or trust Corporation to pay, on or after the Redemption Date, the Redemption Price and the Redemption Premium, if any, to the respective holders upon the surrender of their share certificates. From and after the Redemption Date, the shares so called for redemption shall be redeemed. The deposit shall constitute full payment of the shares to their holders, and from and after the Redemption Date the shares shall be deemed to be no longer outstanding, and the holders thereof shall cease to be stockholders with respect to such shares and shall have no rights with respect thereto except the rights to receive from the bank or trust Corporation payment of the Redemption Price and the Redemption Premium, if any, of the shares, without further interest thereon, upon surrender of their certificates therefor. Subject to compliance with any applicable escheat laws, any monies so deposited and unclaimed at the end of one year from the Redemption Date shall be released or repaid to the Corporation, after which the holders of shares called for redemption shall be entitled to receive payment of the Redemption Price and the Redemption Premium, if any, only from the Corporation.

7. Definitions. For the purposes hereof,

"Affiliate" means any shareholder, director or officer of the Corporation or any person or entity that, directly or indirectly (including through one or more intermediaries) is in control of, is under control of or is under common control with any shareholder, director or officer of the

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Corporation. "Control" of a person or entity means having the direct or indirect right or power to direct or cause the direction of the management or policies of such person or entity, whether through owning voting securities, holding a proxy or power of attorney, acting as a general partner, having contractual rights or otherwise;

"Closing Bid Price" on any Trading Day shall mean the last reported closing price of the Common Stock of the Corporation on such day on the principal securities exchange or Nasdaq National Market on which the Common Stock is listed or, if the Common Stock is not so listed, the last reported bid price of the Common Stock as reported on the Nasdaq SmallCap Market on such date or, if the Common Stock is neither so listed nor so reported, the last reported bid price of the Common Stock as quoted by a registered broker-dealer for which such quotes are available on such date.

"Common Stock" means shares now or hereafter authorized of the class of Common Stock, \$0.001 par value, of the Corporation presently authorized and stock of any other class into which such shares may hereafter have been reclassified or changed.

"Conversion Ratio" means, at any time, a fraction, of which the numerator is Stated Value plus (i) accrued but unpaid dividends, and (ii) interest on all accrued but unpaid dividends at an annual rate of 14.0% compounded annually from the date of accrual until paid, and of which the denominator is the Conversion Price of the F Preferred Stock at such time.

"Junior Stock" means the Common Stock of the Corporation and any other stock of the Corporation over which shares of the F Preferred Stock have preference as to distribution of assets.

"Original Issue Date" means the date of the first issuance of any shares of the F Preferred Stock.

"Per Share Market Value" means on any particular date (i) the last sale price per share of the Common Stock on such date on the Nasdaq National Market or other stock exchange on which the Common Stock has been listed or if there is no such price on such date, then the last price on such exchange on the date nearest preceding such date, or (ii) if the Common Stock is not listed on the Nasdaq National Market or any stock exchange, the average of the bid and asked price for a share of Common Stock in the over-the-counter market, as reported by the Nasdaq SmallCap Market at the close of business on such date, or (iii) if the Common Stock is not quoted on the Nasdaq SmallCap Market, the average of the bid and asked price for a share of Common stock in the over-the-counter market as reported by the National Quotation Bureau Incorporated (or similar organization or agency succeeding to its functions of reporting prices), or (iv) if the Common Stock is no longer publicly traded the fair market value of a share of Common Stock as determined by an Appraiser (as defined in Section 5(c)(v) above) selected in good faith by the holders of a majority in interest of the shares of the F Preferred Stock; provided, however, that the Corporation, after receipt of the determination by such Appraiser, shall have the right to select an additional Appraiser, in which case, the fair market value shall be equal to the average of the determinations by each such Appraiser.

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"Person" means a corporation, an association, a partnership, limited liability Corporation, organization, a business, an individual, a governmental or political subdivision thereof or a governmental agency.

"Trading Day" means (i) a day on which the Common Stock is traded on the Nasdaq National Market or principal stock exchange on which the Common Stock has been listed, or (ii) if the Common Stock is not listed on the Nasdaq National Market or any stock exchange, a day on which the Common Stock is traded in the over-the-counter market, as reported by the Nasdaq SmallCap Market, or (c) if the Common Stock is not quoted on the Nasdaq SmallCap Market, a day on which the Common Stock is quoted in the over-the-counter market as reported by the National Quotation Bureau Incorporated (or any similar organization or agency succeeding its functions of reporting prices).

SIXTH: 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:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, 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.

2. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

SEVENTH: Subject to the rights of any holders of Preferred Stock, the number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption). All directors shall hold office until the expiration of the term for which elected, and until their respective successors are elected, except in the case of death, resignation, or removal of any director. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. Subject to the rights of the holders of any series of Preferred Stock then outstanding, the newly created directorships resulting from any increase in the authorized number of directors or any vacancies on the Board of Directors resulting from death, resignation or other reason (other than removal from office for cause by a vote of the stockholder) may be filled by a majority vote of the Directors then in office, though less than a quorum. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any vacancies created as a result of removal by the stockholders of one or more directors for cause shall be filled by a vote of the stockholders.

EIGHTH: The Board of Directors is expressly empowered to adopt, amend or repeal Bylaws

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of the Corporation. Any adoption, amendment or repeal of Bylaws of the Corporation by the Board of Directors shall require the approval of a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any resolution providing for adoption, amendment or repeal is presented to the Board). The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation. Any adoption, amendment or repeal of Bylaws of the Corporation by the stockholders shall require, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least fifty percent (50%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

NINTH:

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 involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Delaware General Corporation Law is hereafter amended to authorize the further elimination of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing provisions of this Article NINTH 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.

TENTH:

The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation as of July 31, 2001.

VISTA INFORMATION SOLUTIONS, INC.

By: /s/ Howard Latham
Howard Latham
President

ATTEST:

By: /s/ Neil Johnson
Neil Johnson
President

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