

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
ACI Worldwide Inc.		09/26/2007	CORPORATION: NEBRASKA

RECEIVING PARTY DATA

Name:	ACI Worldwide Corp.
Street Address:	330 South 108th Avenue
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68154
Entity Type:	CORPORATION: NEBRASKA

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3317092	BASELINE
Registration Number:	2944444	BASE24-ES
Registration Number:	2682322	PAYMENTWARE
Registration Number:	2420572	ACI
Registration Number:	2114099	INSESSION
Registration Number:	1878506	ENGUARD
Registration Number:	1919344	CO-ACH
Registration Number:	1688879	BASE24
Registration Number:	1328099	BASE24-CARD
Registration Number:	1328098	BASE24-TELLER
Registration Number:	1328097	BASE24-ATM
Registration Number:	1330612	BASE24-POS

CORRESPONDENCE DATA

OP \$315.00 3317092

Fax Number: (402)344-0588
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (402) 344-0500
Email: gderrick@bairdholm.com
Correspondent Name: Grayson J. Derrick
Address Line 1: 1500 WOODMEN TOWER
Address Line 4: Omaha, NEBRASKA 68102

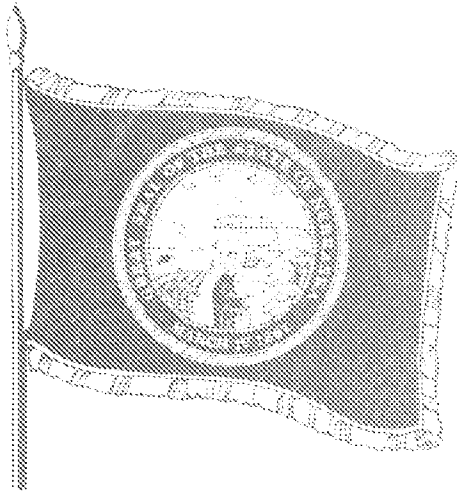
NAME OF SUBMITTER:	Grayson J. Derrick
Signature:	/Grayson J. Derrick/
Date:	11/27/2007

Total Attachments: 8

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STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of Restated Articles of
Incorporation of

ACI WORLDWIDE INC.


changing the corporate name to

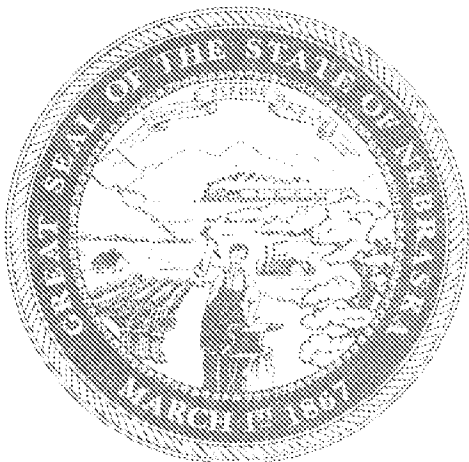
ACI WORLDWIDE CORP.

with registered office located in LINCOLN, Nebraska, as filed in this
office on September 28, 2007.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State of
Nebraska on September 28, 2007.


SECRETARY OF STATE



This certificate is not to be construed as an endorsement,
recommendation, or notice of approval of the entity's
financial condition or business activities and practices.

TRADEMARK
REEL: 003667 FRAME: 0486

**CERTIFICATE
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACI WORLDWIDE INC.**

Pursuant to Section 21-20,122 of the Nebraska Business Corporation Act, as amended (the "Act"), the undersigned corporation hereby certifies to the Nebraska Secretary of State:

1. The name of the corporation is ACI Worldwide Inc., a Nebraska corporation (the "Corporation").
2. The Corporation is amending and restating its Articles of Incorporation. Attached hereto as Appendix A is the Corporation's Amended and Restated Articles of Incorporation.
3. Pursuant to Section 21-20,118 of the Act, the Board of Directors recommended the Amended and Restated Articles of Incorporation to the sole shareholder of the Corporation, and the sole shareholder and all directors duly adopted, by unanimous joint written consent on September 26, 2007, the Amended and Restated Articles of Incorporation, which included the following amendment:

A. Article One shall be amended as follows:

**"ARTICLE ONE
NAME**

The name of the corporation is ACI Worldwide Corp."

4. On September 26, 2007, the total number of outstanding shares having voting power of the Corporation was 104 and the total number of votes entitled to be cast by the holders of all of the outstanding shares is 104. Of the 104 votes, 104 shareholders voted FOR, 0 shareholders voted AGAINST, and 0 shareholders abstained via written consent.

Dated this 26th day of September, 2007.

ACI WORLDWIDE INC.,
a Nebraska corporation

By: 
Mark Vipond, Vice President

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ACI WORLDWIDE INC.

ARTICLE ONE
NAME

The name of the corporation is ACI Worldwide Corp.

ARTICLE TWO
DURATION

The period of its duration is perpetual.

ARTICLE THREE
PURPOSE

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Nebraska Business Corporation Act, as now in force or as hereafter amended ("NBCA"), and to possess, exercise and enjoy all the powers, rights and privileges granted by the NBCA, together with any lawful powers, rights and privileges incidental thereto.

ARTICLE FOUR
AUTHORIZED SHARES

Section 1. Authorized Capital Stock. The corporation is authorized to issue two classes of capital stock, designated Common Stock and Preferred Stock. The total number of shares of capital stock that the corporation is authorized to issue is an aggregate of 11,000,000 shares, consisting of 10,000,000 shares of Common Stock, par value of ten cents (\$0.10) per share, and 1,000,000 shares of Preferred Stock, par value of ten cents (\$0.10) per share.

Section 2. Preferred Stock. The Preferred Stock may be issued in one or more series. The Board of Directors of the corporation (the "Board") hereby is authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, rights and qualifications, limitations or restrictions of such series. The authority of the board of directors with respect to each such series will include, without limiting the generality of the foregoing, the determination of any or all of the following:

- (a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
- (b) the voting powers, if any, and whether such voting powers are full or limited in such series;

- (c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
- (d) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;
- (e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the corporation;
- (f) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the corporation or any other corporation or other entity and the rates or other determinants of conversion or exchange applicable thereto;
- (g) the right, if any, to subscribe for or to purchase any securities of the corporation or any other corporation or other entity;
- (h) the provisions, if any, of a sinking fund applicable to such series; and
- (i) any other relative, participating, optional or other special powers, preferences or rights and qualifications, limitations or restrictions thereof;

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

Section 3. Common Stock. Except as otherwise required by applicable law and subject to the rights of the holders of any series of Preferred Stock, the holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of shareholders for each share of Common Stock held of record by such holder as of the record date for such meeting, other than the election of directors submitted to their vote, and cast cumulatively as many votes for each such share as the number of directors to be elected at each election of directors.

Section 4. Preemptive Rights. No shareholder of any class of capital stock of the corporation and no holder of any convertible or exchangeable instruments, options, subscriptions, warrants or other security or securities has any preemptive rights to acquire by purchase or otherwise any additional, different other or same security or securities now or hereafter authorized to be issued by the corporation.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 301 South 13th Street, Suite 500, c/o CT Corporation System, Lincoln, Nebraska 68508, and the name of its registered agent at such address is CT Corporation System.

ARTICLE SIX
BYLAWS

To the full extent permitted by the NBCA or any other applicable law currently or hereafter in effect, the Board may make, amend, and repeal the Bylaws of the corporation. Any Bylaw made by the Board under the powers conferred hereby may be amended or repealed by the Board (except as specified in any such Bylaw so made or amended) or by the shareholders in the manner provided in the Bylaws of the corporation. The corporation may in its Bylaws confer powers upon the Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board by applicable law.

ARTICLE SEVEN
INDEMNIFICATION

Section 1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that he or she is or was a director or an officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another company or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (an "**Indemnitee**"), whether the basis of such Proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent permitted or required by the NBCA, 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 such law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; provided, however, that, except as provided in Section 3 of this ARTICLE SEVEN with respect to Proceedings to enforce rights to indemnification, the corporation shall indemnify any such Indemnitee in connection with a Proceeding (or part thereof) initiated by such Indemnitee only if such Proceeding (or part thereof) was authorized by the Board.

Section 2. Right to Advancement of Expenses. The right to indemnification conferred in Section 1 of this ARTICLE SEVEN shall include the right to be paid by the corporation the expenses (including, without limitation, attorneys' fees and expenses) incurred in defending any such Proceeding in advance of its final disposition (an "**Advancement of Expenses**"); provided, however, that, if the NBCA so requires, an Advancement of Expenses incurred by an Indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the corporation of an undertaking (an "**Undertaking**"), by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (a "**Final Adjudication**") that such Indemnitee is not entitled to be indemnified for such expenses under this Section 2 or otherwise. The rights to indemnification and to the Advancement of Expenses conferred in Sections 1 and 2 of this ARTICLE SEVEN shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators.

Section 3. Right of Indemnitee to Bring Suit. If a claim under Section 1 or 2 of this ARTICLE SEVEN is not paid in full by the corporation within 60 calendar days after a written claim has been received by the corporation, except in the case of a claim for an Advancement of Expenses, in which case the applicable period shall be 20 calendar days, the Indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an Advancement of Expenses) it shall be a defense that, and (ii) any suit brought by the corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the corporation shall be entitled to recover such expenses upon a Final Adjudication that, the Indemnitee has not met any applicable standard for indemnification set forth in the NBCA. Neither the failure of the corporation (including its Board of Directors, independent legal counsel or shareholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the NBCA, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel or shareholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an Advancement of Expenses hereunder, or brought by the corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such Advancement of Expenses, under this ARTICLE SEVEN or otherwise shall be on the corporation.

Section 4. Non-Exclusivity of Rights. The rights to indemnification and to the Advancement of Expenses conferred in this ARTICLE SEVEN shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the corporation's Articles of Incorporation or Bylaws, any agreement, any vote of shareholders or disinterested directors or otherwise.

Section 5. Insurance. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the NBCA.

Section 6. Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the Advancement of Expenses to any employee or agent of the corporation to the fullest extent of the provisions of this ARTICLE SEVEN with respect to the indemnification and Advancement of Expenses of directors and officers of the corporation.

ARTICLE EIGHT ELECTION OF DIRECTORS

Section 1. Election of Directors. Election of directors of the corporation need not be by written ballot unless requested by the Chairman or by the holders of a majority of the Voting Stock (as defined below) present in person or represented by proxy at a meeting of the

shareholders at which directors are to be elected. If authorized by the Board, such requirement of written ballot shall be satisfied by a ballot submitted by electronic transmission; provided, that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the shareholder or proxy holder. For the purposes of these Articles of Incorporation, "**Voting Stock**" means stock of the corporation of all classes or series entitled to vote generally in the election of directors.

Section 2. Nomination of Director Candidates. Advance notice of shareholder nominations for the election of directors must be given in the manner provided in the Bylaws of the corporation.

Section 3. Newly Created Directorships and Vacancies. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional directors under circumstances specified in a Preferred Stock Designation, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board resulting from death, resignation, disqualification, removal, or other cause will be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board, or by a sole remaining director. Any director elected in accordance with the preceding sentence will hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor has been elected and qualified. No decrease in the number of directors constituting the Board may shorten the term of any incumbent director.

Section 4. Amendment, Repeal, Etc. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the affirmative vote of the holders of at least a majority of all classes of Voting Stock issued and outstanding, voting as a single class, is required to amend or repeal, or adopt any provision inconsistent with, this ARTICLE EIGHT. The vote on amendment or repeal of, or on the adoption of any provision inconsistent with, this ARTICLE EIGHT must be by written ballot.

ARTICLE NINE LIABILITY OF DIRECTORS

To the full extent permitted by the NBCA or any other applicable law currently or hereafter in effect, no director of the corporation will be personally liable to the corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the corporation. Any repeal or modification of this ARTICLE NINE will not adversely affect any right or protection of a director of the corporation existing prior to such repeal or modification.

ARTICLE TEN MEETINGS OF SHAREHOLDERS

At any annual meeting or special meeting of shareholders of the corporation, only such business will be conducted or considered as has been brought before such meeting in the manner provided in the Bylaws of the corporation. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the affirmative vote of the holders of at least a majority of all classes of Voting Stock issued and outstanding, voting as a single class, will be required to amend or repeal, or adopt any provision inconsistent with, this ARTICLE TEN.

******The Board of Directors and Shareholders of the Corporation approved these Amended and Restated Articles of Incorporation on June 9, 2005.******

DOCS:672811.4