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RESTATED CERTIFICATE OF INCORPORATION
OF
MISYS INTERNATIONAL BANKING SYSTEMS INC.

Under section 807 of the Business Corporation Law

It is hereby certified that:

FIRST: (a) The present name of the corporation (herein after called the "Corporation") is MISYS INTERNATIONAL BANKING SYSTEMS INC.

(b) The name under which the Corporation was originally incorporated is "The Frustum Group, Inc."; and the date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of New York is September 18, 1991; and

(c) (i) The original name of the Corporation was changed from "The Frustum Group, Inc." to "Misys International Banking Systems (White Plains) Inc."; and the date of filing of the Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of New York is January 15, 2002; and

(ii) The name of the Corporation was subsequently changed from "Misys International Banking Systems (White Plains) Inc." to "Misys International Banking Systems Inc."; and the date of filing of the Certificate of Merger which resulted in said change of corporate name with the Secretary of State of the State of New York is May 22, 2003.

SECOND: The provisions of the Certificate of Incorporation of the Corporation as heretofore amended and/or supplemented, are hereby restated and integrated into the single instrument which is hereinafter set forth, and which is entitled RESTATED CERTIFICATE OF INCORPORATION OF MISYS INTERNATIONAL BANKING SYSTEMS INC., without further amendment and without any discrepancy between the provisions of the Certificate of Incorporation as heretofore amended and supplemented and the provisions of said single instrument hereinafter set forth.

"CERTIFICATE OF INCORPORATION
OF
MISYS INTERNATIONAL BANKING SYSTEMS INC.

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is :

MISYS INTERNATIONAL BANKING SYSTEMS, INC.

2. The purpose or purposes for which the corporation is formed are as follows; to wit:

To engage in any lawful act or activity for which corporations may be formed under the Business Corporation Law. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

Misys International Banking Systems Inc.
Restated Certificate of Incorporation
page 2

To own, operate, manage, acquire and deal in property, real and personal, which may be necessary to the conduct of the business.

The corporation shall have all of the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in the Business Corporation Law or any other statute in the State of New York.

3. A director of the corporation shall not be held liable to the corporation or its shareholders for damages for any breach of duty in such capacity except for

(i) liability if a judgment or other final adjudication adverse to a director establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or knowing violation of law or that the director personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that the director's acts violated BCL Section 719, or

(ii) liability for any act or omission prior to the adoption of this provision.

4. The county in which the office of the corporation is to be located in the State of New York is: New York


5. The aggregate number of shares which the corporation shall have authority to issue is: 2000 shares, no par value.

6. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

The Corporation
325 North Broadway
White Plains, New York 10603

THIRD: The Restated Certificate of Incorporation herein certified was duly authorized by the Board of Directors of the Corporation.

Signed on the 22 day of July, 2004


M. H. Herskovits
Executive Vice President



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RESTATED CERTIFICATE OF INCORPORATION
OF
MISYS INTERNATIONAL BANKING SYSTEMS, INC.

Under Section 807 of the Business Corporation Law

RECEIVED
2004 JUL 28 PM 4:08

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STATE OF NEW YORK
DEPARTMENT OF STATE

JUL 28 2004

Handwritten initials

FILED
TAXS
BY: *Handwritten signature*

Filed by:
Elliott Jay Burko
Attorneys at Law
405 Park Avenue (suite 801)
New York, New York 10022-4405
Telephone (212) 838-1937
Handwritten: MYSYS INTL BANK

Handwritten signature

CSC 45
DRAW DOWN

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2004 JUL 28 PM 4:14

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State of New York)
Department of State) ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

July 28, 2004



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

FILING RECEIPT

ENTITY NAME: MISYS INTERNATIONAL BANKING SYSTEMS, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC BUSINESS)
RESTATED

COUNTY: NEWY

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

FILED: 07/28/2004 DURATION: ***** CASH#: 040728000838 FILM #: 040728000802

ADDRESS FOR PROCESS

REGISTERED AGENT



| FILER | FEES | | PAYMENTS | |
|-------------------------------------|----------|--------|----------|--------|
| | | 120.00 | | 120.00 |
| ELLIOTT JAY BURKO, ATTORNEYS AT LAW | FILING | 60.00 | CASH | 0.00 |
| 405 PARK AVENUE | TAX | 0.00 | CHECK | 0.00 |
| SUITE 801 | CERT | 0.00 | CHARGE | 0.00 |
| NEW YORK, NY 10022-4405 | COPIES | 10.00 | DRAWDOWN | 120.00 |
| | HANDLING | 50.00 | BILLED | 0.00 |
| | | | REFUND | 0.00 |

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