

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM494364

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
National Processing Company		05/25/2017	Corporation: NEBRASKA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Vantiv ISO, Inc.		
<b>Street Address:</b>	8500 Governors Hill Drive		
<b>City:</b>	Cincinnati		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	45202		
<b>Entity Type:</b>	Corporation: NEBRASKA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3072818	RETRIEVER AMERICA'S PAYMENT SYSTEMS AUTH	
<b>Registration Number:</b>	4962463	NPC	
<b>Registration Number:</b>	1307418	NPC	
<b>Registration Number:</b>	2119553	RETRIEVER PAYMENT SYSTEMS	
<b>Registration Number:</b>	3390710	NATIONAL PROCESSING COMPANY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	5139290303		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	5139293413		
<b>Email:</b>	tnoel@bakerlaw.com		
<b>Correspondent Name:</b>	John M. Mueller		
<b>Address Line 1:</b>	312 Walnut Street		
<b>Address Line 2:</b>	Suite 3200		
<b>Address Line 4:</b>	Cincinnati, OHIO 45202		
<b>NAME OF SUBMITTER:</b>	John M. Mueller		
<b>SIGNATURE:</b>	/John M. Mueller/		
<b>DATE SIGNED:</b>	10/17/2018		
<b>Total Attachments: 33</b>			

CH \$140.00 3072818

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# STATE OF NEBRASKA

United States of America,        } ss.  
State of Nebraska                }

Secretary of State  
State Capitol  
Lincoln, Nebraska

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

## NATIONAL PROCESSING COMPANY

a Nebraska Corporation incorporated on September 29, 1993 filed Articles of  
Amendment to the Articles of Incorporation on May 31, 2017 changing the  
name of the corporation to

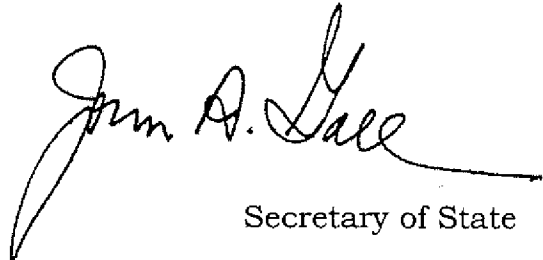
## VANTIV ISO, INC..

*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.*

In Testimony Whereof,



I have hereunto set my hand and  
affixed the Great Seal of the  
State of Nebraska on this date of  
**May 31, 2017**

  
Secretary of State

TRADEMARK  
REEL: 006512 FRAME: 0633



ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NATIONAL PROCESSING COMPANY

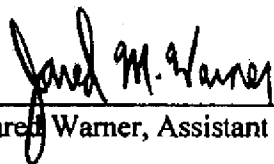
Pursuant to Section 21-2,155 to the provisions of the Nebraska Model Business Corporation Act, the undersigned corporation hereby executes the following Amendment to the Amended and Restated Articles of Incorporation:

1. The name of the Corporation is: National Processing Company
2. Article I of the Amended and Restated Articles of Incorporation are hereby amended to read in its entirety as set forth below:

Corporate Name: The name of the corporation is Vantiv ISO, Inc.

3. The foregoing Amendment to the Amended and Restated Articles of Incorporation was approved by the Board of Directors and by the Shareholders of the Company both by unanimous written consent dated May 25, 2017.

Dated May 25, 2017

  
\_\_\_\_\_  
Jared Warner, Assistant Secretary

1268251

SEP 29 1993 92938  
STATE OF NEBRASKA  
SECRETARY'S OFFICE } SS  
Filed and recorded on this date  
0317 page 132  
Allen J. Baermeier  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
RPSI, INC.

The undersigned, being of the age of majority and acting as Incorporator of the Corporation under the Nebraska Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is RPSI, Inc.

ARTICLE II

DURATION

The period of the Corporation's duration is perpetual.

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized are:

(A) to engage in any type of enterprise and activity which may be to the benefit of the Corporation as shall be permitted pursuant to the provisions of the Nebraska Business Corporation Act including, without limitation:

- (1) the provision of dial up terminals for use by merchant processing customers of banks;
- (2) the provision of modems and other equipment for use by data processing customers of banks, and
- (3) the provision of marketing services for merchant processing and data processing activities of banks; and

(B) to do everything necessary, proper, advisable and convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Nebraska or by these Articles of Incorporation.

ARTICLE IV

POWERS

The Corporation shall have the power to purchase, own and transfer real and personal property necessary or appropriate for engaging in the enterprises and activities set forth above and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investment. The Corporation shall have and exercise all powers and rights conferred upon corporations by the laws of Nebraska only in furtherance of and subject to its corporate purposes.

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have the authority to issue is ten thousand (10,000) shares of Common Stock at one dollar (\$1.00) par value per share.

ARTICLE VI

NO PREEMPTIVE RIGHTS

No holder of shares of the Corporation shall have preemptive rights to purchase or subscribe for any part of the unissued shares of the Corporation of any class, now or hereafter authorized, or of any bonds, debentures, obligations or instruments which the Corporation may issue or sell that shall be convertible into or exchangeable for or shall entitle the holders thereof to subscribe for or purchase any shares of the Corporation of any class, now or hereafter authorized, except such preemptive rights as may be granted by the board of directors from time to time in its sole discretion.

ARTICLE VII

REGISTERED OFFICE OF THE CORPORATION

The address of the initial registered office of the Corporation is Suite 1800, One First National Center, Omaha, Nebraska 68102, and the name of the initial registered agent at such office is Joyce A. Dixon

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is:

Joyce A. Dixon  
Suite 1800  
One First National Center  
Omaha, Nebraska 68102

DATED as of September 27, 1993.

  
Joyce A. Dixon,  
Incorporator

Secretary of State

*[Faded, illegible text from the newspaper clipping]*

**The Daily Record**

**OF OMAHA**

**RONALD A. HENNINGSEN**

**PROOF OF PUBLICATION**

**RECEIVED**

UNITED STATES OF AMERICA,

OCT 26 1993

The State of Nebraska,  
 District of Nebraska,  
 County of Douglas,  
 City of Omaha,

ss.

**SECRETARY OF STATE  
 CORPORATION DIVISION**

**JOHN P. EGLSAER**

being duly sworn, deposes and says that he is

**ADVERTISING MANAGER**

of **THE DAILY RECORD**, of Omaha, a legal newspaper, printed and published daily in the English language, having a bona fide paid circulation in Douglas County in excess of 300 copies, printed in Omaha, in said County of Douglas, for more than fifty-two weeks last past; that the printed notice hereto attached was published in **THE DAILY RECORD**, of Omaha, for <sup>3</sup> consecutive weeks, on the same day of each week,

beginning on October 4, 19 93

and ending on October 25, 19 93

That said Newspaper during that time was regularly published and in general circulation in the County of Douglas, and State of Nebraska

Public's Fee \$ 76.65  
 Additional Copies \_\_\_\_\_  
 Total \$ 76.65

STATE OF NEBRASKA

*John P. Eglaser*  
 subscribed in my presence and sworn to before me this 25th day of October 93  
*[Signature]*  
 Notary Public in and for Douglas County, State of Nebraska

0210

1220

TRADEMARK



m 3-76

**DOMESTIC  
CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE  
(Submit in Duplicate)**

TO: ALLEN J. BEERMANN, Secretary of State, Lincoln, Nebraska 68509

The following corporation, pursuant to the laws of the State of Nebraska, does hereby wish to change its Registered Agent and/or Registered Office in the State of Nebraska.

RPSI, Inc.  
Name of Corporation

**Before Change:**

Registered Agent: Joyce Dixon

Registered Office: 1800 First National Center, Omaha, Douglas Nebraska 68102-1504  
Street Address City County Zip Code

The following change of registered office, registered agent, or both, were authorized by a resolution duly adopted by the board of directors on the 22th day of October 1994.

The registered office of this corporation in Nebraska shall be 1620 Dodge Street, 5 FL  
Street Address\*

Omaha Douglas Nebraska 68102-1596 and the registered agent  
City County Zip Code

at such address shall be David Wells  
Name of Registered Agent

\*Address shall be complete, using full street address. A box number is acceptable only in those cases where street addresses are not available.

Such statement shall be executed by the corporation by its president or a vice president:

Dated: Oct 22, 1994 President: [Signature]  
or  
Vice President: [Signature]

If the Secretary of State finds that such statement conforms to the provisions of sections 21-20<sup>11</sup> to 21-20,144, he shall file such statement in his office. The duplicate statement, bearing the date of filing in the office of the Secretary of State shall be recorded in the office of the county clerk of the county where the registered office of the corporation is located in Nebraska. If the statement changes the location of the registered office to another county, the statement bearing the date of the filing in the office of the Secretary of State shall be filed in both counties.

Filing Fee: \$18.00

OCT 27 1994  
STATE OF NEBRASKA }  
SECRETARY'S OFFICE } SS  
Received and filed for record 14553  
and recorded on film roll No. 94-19 at page 1144  
Allen J. Beermann  
Secretary of State  
By [Signature] \$18.00 pd

1111

MAY 17 1996

STATE OF NEBRASKA  
SECRETARY'S OFFICE  
Received and filed for record  
and recorded on film roll No. 94-71 at page 452

**DOMESTIC  
CHANGE OF REGISTERED AGENT AND/OR OFFICE**  
Submit in Duplicate

Scott Moore, Secretary of State  
Room 1301 State Capitol, P.O. Box 94608  
Lincoln, NE 68509

Secretary of State  
By JH-30-ne-AD  
2:30 P-M

The following corporation, pursuant to the laws of the state of Nebraska, does hereby wish to change its Registered Agent and/or Registered Office

Name of Corporation RPSI, Inc.

**Current:**

Registered Agent: David Wells

Registered Office: 1620 Dodge Street, 5th Fl Omaha NE 68102-1596  
Street Address City Zip


**New:**

Registered Agent: Susan F. Pape

Registered Office\*: 1620 Dodge Street, 5th Fl Omaha NE 68102-1596  
Street Address City Zip

\*The Business Corporation Act requires that the street address of the registered office and the street address of the registered agent be identical.

DATED April 4, 1996

  
Signature

Donald M. Gerhard, Vice President  
Printed Name/Title

NOTE: The Business Corporation Act requires the every filing be signed by the chairperson of the board of directors, the president, or one of the officers of the corporation. If the corporation has net yet been formed or directors have not yet been selected, the filing shall be signed by an incorporator. If the corporation is in the hands of a receiver, trustee, or other court appointed fiduciary, the filing shall be signed by that fiduciary.

Registered Agent: Please Circle A (current agent) or B (new agent) below and sign

A. I hereby state that the above named corporation has been notified of the change in address of my registered office

B. I hereby consent to act as registered agent for the above named corporation:

  
Signature of Registered Agent

FILING FEE: \$30.00

**DOMESTIC CHANGE OF  
REGISTERED AGENT and/or OFFICE**  
Submit in Duplicate

Scott Moore, Secretary of State  
Room 1301 State Capitol, P.O. Box 94608  
Lincoln, NE 68509

The following corporation, pursuant to the laws of the state of Nebraska, does hereby wish to change its Registered Agent and/or Registered Office.

Name of Corporation RPSI, Inc.

**Previous:**

Registered Agent: Susan F. Pape

Registered Office: 1620 Dodge Street, 5th Fl Omaha NE 68102-1596  
Street Address City Zip

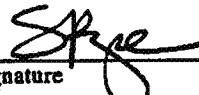
**New:**

Registered Agent: Timothy D. Hart

Registered Office\*: 1620 Dodge Street Omaha NE 68102-1596  
Street Address City Zip

\*The Business Corporation Act requires that the street address of the registered office and the street address of the registered agent be identical.

DATED March 31, 1999

  
Signature  
Susan Pape, Secretary  
Printed Name/Title

NOTE: The Business Corporation Act requires that every filing be signed by the chairperson of the board of directors, the president, or one of the officers of the corporation. If the corporation has not yet been formed or directors have not yet been selected, the filing shall be signed by an incorporator. If the corporation is in the hands of a receiver, trustee, or other court appointed fiduciary, the filing shall be signed by that fiduciary.

Registered Agent: Please Circle A (current agent) or B (new agent) below and sign

A. I hereby state that the above named corporation has been notified of the change in address of my registered office.

B. I hereby consent to act as registered agent for the above named corporation.

  
Signature of Registered Agent

FILING FEE: \$30.00

Revised 3/13/96

Neb. Rev. Stat. 21-2032

TRADEMARK

**ARTICLES OF MERGER OF  
RETRIEVER ACQUISITION SUB, INC.**

**INTO**

**RPSI, INC.**

Pursuant to the Business Corporation Act of Nebraska, RPSI, Inc., a Nebraska corporation, executes the following Articles of Merger:

**FIRST:** The Plan of Merger attached to these Articles of Merger as Exhibit A, which is incorporated in these Articles of Merger by this reference, has been duly approved by the shareholders of the corporations named in such Plan of Merger as required by the Business Corporation Act of Nebraska. RPSI, Inc., a Nebraska corporation, is the surviving corporation under the Plan of Merger.

**SECOND:** As to each of the corporations named in such Plan of Merger, the designation and number of outstanding shares are as follows:

<u>Corporation</u>	<u>Designation</u>	<u>Number of Outstanding Shares</u>
RPSI, Inc.	Common Stock	5001
Retriever Acquisition Sub, Inc.	Common Stock	4006

Each of such corporations has only one voting group.

**THIRD:** Such Plan of Merger has been approved by written consents signed by all of the shareholders of each of the corporations named in such Plan of Merger who are entitled to vote on such Plan of Merger. Such written consents shall have the same effect as a meeting vote in favor of such Plan of Merger by all of the shareholders of each of such corporations who are entitled to vote on such Plan of Merger.

**FOURTH:** As provided in such Plan of Merger, the merger shall become effective at the time these Articles of Merger are duly filed with the Secretary of State of the State of Nebraska.

Dated this 29<sup>th</sup> day of December, 2000.

RPSI, INC.

By: 

William H. Higgins, President

**EXHIBIT A  
PLAN OF MERGER**

01-305775.02

**PLAN OF MERGER OF**  
**RETRIEVER ACQUISITION SUB, INC.,**  
**A NEBRASKA CORPORATION,**  
  
**INTO**  
  
**RPSI, INC.,**  
**A NEBRASKA CORPORATION**

1. Pursuant to this Plan of Merger and the Business Corporation Act of Nebraska, Retriever Acquisition Sub, Inc., a Nebraska corporation, which is referred to in this Plan of Merger as the "Merging Corporation," shall merge into RPSI, Inc., a Nebraska corporation, which latter corporation shall be and is referred to in this Plan of Merger as the "Surviving Corporation."

2. The merger shall become effective at the time the Articles of Merger are duly filed with the Secretary of State of the State of Nebraska. The time and date when the merger becomes effective are referred to in this Plan of Merger as the "Effective Time of the Merger."

3. The corporate existence of the Surviving Corporation shall not be affected by the merger.

4. The separate existence of the Merging Corporation shall cease at the Effective Time of the Merger.

5. The Articles of Incorporation of the Surviving Corporation, amended and restated as set forth in Exhibit A to this Plan of Merger, shall be the Articles of Incorporation of the Surviving Corporation, subject to their later amendment in accordance with the Business Corporation Act of Nebraska.

6. The Bylaws of the Surviving Corporation, amended and restated as of the Effective Time of the Merger, shall be the Bylaws of the Surviving Corporation until such Bylaws thereafter are amended or repealed in accordance with the Business Corporation Act of Nebraska or such Bylaws.

7. From and after the Effective Time of the Merger, the Board of Directors and Officers of the Surviving Corporation shall consist of the persons set forth in Exhibit B to this Plan of Merger until such time as their successors have been duly elected or appointed and qualified.

8. At the Effective Time of the Merger and by virtue of the merger, without any action on the part of any parties to this Plan of Merger: (i) each outstanding share of common stock of the Merging Corporation shall be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation; (ii) the shares of RPSI, Inc. common stock

issued and outstanding at the Effective Time of the Merger, excluding 995 shares held by the parent of RPSI, Inc., will be converted into the right to receive \$67 million in the aggregate and each such excluded share shall retain its status as one fully paid and non-assessable share of common stock of the Surviving Corporation; and (iii) each share of RPSI, Inc. common stock held in treasury and each share of RPSI, Inc. common stock held by the Merging Corporation immediately prior to the Effective Time of the Merger will be canceled, retired and cease to exist and no consideration will be delivered in exchange for such shares.



**EXHIBIT A**  
**ARTICLES OF RESTATEMENT**

**ARTICLES OF RESTATEMENT**

**OF**

**RPSI, INC.**

Pursuant to the Nebraska Business Corporation Act ("NBCA"), RPSI, Inc., a Nebraska corporation (the "Corporation"), executes the following Articles of Restatement:

**FIRST:** The name of the Corporation is RPSI, Inc.

**SECOND:** The Corporation's Articles of Incorporation have been amended and restated so as to read in their entirety as follows:

**ARTICLE I**

**Corporate Name.** The name of the Corporation is RPSI, Inc.

**ARTICLE II**

**Duration.** The period of the Corporation's duration is perpetual.

**ARTICLE III**

**Purpose.** The purposes for which the Corporation is organized are:

(A) to engage in any type of enterprise and activity which may be to the benefit of the Corporation as shall be permitted pursuant to the provisions of the NBCA including, without limitation:

- (1) the provision of dial up terminals for use by merchant processing customers of banks;
- (2) the provision of modems and other equipment for use by data processing customers of banks, and
- (3) the provision of marketing services for merchant processing and data processing activities of banks; and

(B) to do everything necessary, proper, advisable and convenient for the accomplishment of the purposes herein above set forth and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Nebraska or by these Articles of Incorporation.

## ARTICLE IV

**Powers.** The Corporation shall have the power to purchase, own and transfer real and personal property necessary or appropriate for engaging in the enterprises and activities set forth above and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investment. The Corporation shall have and exercise all powers and rights conferred upon corporations by the laws of Nebraska only in furtherance of and subject to its corporate purposes.

## ARTICLE V

### Capital Stock.

**A. Authorized Shares.** The aggregate number of shares which the Corporation shall have the authority to issue is twenty thousand (20,000) shares of Common Stock at one dollar (\$1.00) par value per share (the "Common Stock").

**B. Dividends.** The holders of shares of Common Stock will not be entitled to receive dividends unless otherwise approved by the Board of Directors (the "Board").

**C. Voting Rights.** Each shareholder shall be able to vote its shares of Common Stock at each regular or special meeting of shareholders of the Corporation or in any written consent executed in lieu of such a meeting of shareholders, pursuant to voting provisions contained in the bylaws. Except as provided in the bylaws or the NBCA, each share of Common Stock shall entitle the holder thereof to one (1) vote.

## ARTICLE VI

**Governance.** 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 shareholders:

- (1) The business and affairs of the Corporation shall be managed by or under the direction of the Board.
- (2) The directors shall have concurrent power with the shareholders to make, alter, amend, change, add to or repeal these Articles of Incorporation and bylaws of the Corporation.
- (3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the bylaws of the Corporation.
- (4) A director or an officer of the Corporation shall have no personal liability to the corporation or to the shareholders of the corporation for money damages

for any action taken, or for any failure to take any action, as a director or an officer of the corporation, except liability for (a) the amount of a financial benefit received by such director or such officer to which such director is not entitled, (b) an intentional infliction of harm on the corporation or the shareholders of the corporation, (c) a violation of Section 21-2096 of the NBCA, and (d) an intentional violation of criminal law. If the NBCA hereafter is amended to authorize further limitations on or eliminations of the personal liability of a director of a corporation incorporated under the NBCA, then the personal liability of each director and each officer of the corporation shall be limited or eliminated to the fullest extent permitted by the NBCA as so amended from time to time.

- (5) In addition to the powers and authority hereinbefore or by the NBCA expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the NBCA, these Articles of Incorporation, and the bylaws adopted by the shareholders; provided, however, that no bylaws hereafter adopted by the shareholders shall invalidate any prior act of the directors which would have been valid if such bylaws had not been adopted.

#### ARTICLE VII

**Meetings.** Meetings of shareholders may be held within or without the State of Nebraska, as the bylaws may provide. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders required to vote with respect to the subject matter thereof. The books of the Corporation may be kept outside the State of Nebraska as such place or places as may be designated from time to time by the Board or in the bylaws of the Corporation.

#### ARTICLE VIII

**Indemnification of Directors.** The corporation shall, and by virtue of the provisions of this Article Eight is obligated to, indemnify each director of the corporation to the fullest extent permitted by law in accordance with Section 21-20,103 of the NBCA for liability, as defined in Section 21-20,102 of the NBCA, to any person for any action taken, or any failure to take any action, as a director of the corporation except liability for (a) receipt of a financial benefit to which such director is not entitled, (b) an intentional infliction of harm on the corporation or the shareholders of the corporation, (c) a violation of Section 21-2096 of the NBCA, or (d) an intentional violation of criminal law. The foregoing provisions of this Article Eight shall be deemed to satisfy the requirements for authorization referred to in Subsection (3) of Section 21-20,105 and in Subsection (3) of Section 21-20,107 of the NBCA and shall be deemed to obligate the corporation to advance

funds to pay for or reimburse expenses in accordance with Section 21-20,105 of the NBCA to the fullest extent permitted by law.

#### ARTICLE IX

**Amendment of Bylaws.** In furtherance and not in limitation of the powers conferred by the NBCA, the Board is expressly authorized to make, alter or repeal the bylaws of the Corporation, subject to any specific limitation on such power contained in any bylaws adopted by the shareholders.

#### ARTICLE X

**Amendment of These Articles of Incorporation.** The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the NBCA, and all rights conferred upon the shareholders herein are granted subject to this reservation.

#### ARTICLE XI

**Registered Office of the Corporation.** The address of the registered office of the Corporation is 301 South 13<sup>th</sup> Street, Suite 500, Lincoln, Nebraska 68508. *CT Corporation Systems*  
*is the registered agent.*

**THIRD:** Such amendment was adopted on December 20, 2000.

**FOURTH:** The designation and number of outstanding shares of the Corporation as of the date hereof are as follows:

**Number and**  
**Designation of Outstanding Shares**

Common Stock      5,001

The Corporation has only one voting group.

**FIFTH:** The foregoing Amended and Restated Articles of Incorporation have been approved unanimously by all of the shareholders of the Corporation on December 20, 2000.

Dated this 29th day of December, 2000.

RPSI, Inc.

By: Maureen O'Connor  
Name: MAUREEN O'CONNOR  
Title: SECRETARY

**EXHIBIT B**  
**DIRECTORS AND OFFICERS**

The following are the initial directors of RPSI, Inc.:

Mark C. Monaco

James Johnson

William H. Higgins

Joseph M. Natoli.

The following are the initial officers of RPSI, Inc.:

William H. Higgins

Joseph M. Natoli

Bernard Levitt.

ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
RPSI, INC.

Pursuant to Section 21-20,121 to the provisions of the Nebraska Business Corporation Act, the undersigned corporation hereby executes the following Amendment to the Amended and Restated Articles of Incorporation:

1. The name of the corporation is: RPSI, Inc.
2. Article I. of the Amended and Restated Articles of Incorporation are hereby amended to read in its entirety as set forth below:

Corporate Name: The name of the corporation is National Processing Company.

3. The designation and number of outstanding shares are as follows:

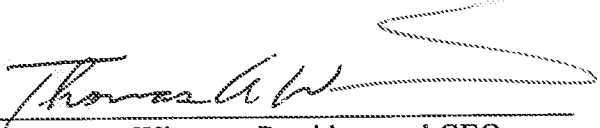
Designation: Common Stock

Number outstanding: 1045.0783

The Common Stock constitutes one and the only voting group of the Corporation. Each share of Common Stock is entitled to one vote is the only stock entitled to vote.

4. The foregoing Amendment to the Amended and Restated Articles of Incorporation was approved by the Board of Directors and by the Shareholders of the Corporation both by unanimous written consent dated October 12, 2006.

Dated October 12, 2006 \_\_\_\_\_

  
\_\_\_\_\_  
Thomas A. Wimsett, President and CEO



ARTICLES OF MERGER/SHARE EXCHANGEL

OF

NATIONAL PROCESSING CORPORATION,  
a Delaware corporation

INTO

NATIONAL PROCESSING COMPANY,  
a Nebraska corporation

In accordance with the Nebraska Business Corporation Act, the following articles of merger or share exchange are submitted.

1. The name of the surviving/acquiring corporation is National Processing Company, a Nebraska corporation.
2. The plan of merger/share exchange is attached hereto as Exhibit A.
3. Shareholder approval was required. The following is a break down of the designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan as to each corporation:

National Processing Company, a Nebraska corporation:

Designation: Common Stock, par value \$1.00 per share  
Number of shares outstanding: 1045.0783  
Number of votes entitled to be cast: 1045.0783

National Processing Corporation, a Delaware corporation:

Designation: Common Stock, par value \$.01 per share  
Number of shares outstanding: 100  
Number of votes entitled to be cast: 100

Common Stock constitutes the one and only voting group of each corporation.

4. The following is a break down of the total number of undisputed votes cast for the plan separately by each voting group:

National Processing Company, a Nebraska corporation:


Voting group: Common Stock  
Total number of votes cast for the plan: 1045.0783

National Processing Corporation, a Delaware corporation:

Voting group: Common Stock  
Total number of votes cast for the plan: 100

Dated: March 1, 2007

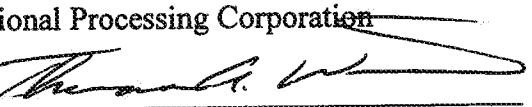
National Processing Company

By: 

Name: Thomas A. Wimsett

Its: President

National Processing Corporation

By: 

Name: Thomas A. Wimsett

Its: President

Exhibit A

Form of Articles of Merger

See attached.

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of March 1, 2007, by and between National Processing Company, a Nebraska corporation ("Parent"), and National Processing Corporation, a Delaware corporation ("Subsidiary") and together with Parent, the "Parties").

WHEREAS, Retriever Holdings LLC, a Delaware limited liability company ("Holdings"), will be merged with and into National Processing Company Group, Inc., a Delaware corporation ("NPC Group"), pursuant to that certain Agreement and Plan of Merger, by and between Holdings and NPC Group, effective as of 10:00 a.m. Central Standard Time on March 1, 2007, and prior to the Effective Time (as defined in Section 1.2 below); and

WHEREAS, NPC Group will contribute the entire capital stock of Subsidiary to Parent, a wholly-owned subsidiary of NPC Group, pursuant to that certain Contribution Agreement between NPC Group and Parent, effective as of 10:01 a.m. on March 1, 2007, and prior to the Effective Time; and

WHEREAS, pursuant to the above transactions, Subsidiary will become a wholly-owned subsidiary of Parent prior to the Effective Time; and

WHEREAS, prior to the Effective Time, the board of directors and sole shareholders of each of Subsidiary and Parent have deemed advisable and have approved the merger of Subsidiary with and into Parent (the "Merger") upon the terms and subject to the conditions set forth herein and in accordance with Sections 21-20,128 and 21-20,134 of the Business Corporation Act of the State of Nebraska, as amended (the "Business Corporation Act") and Sections 252 and 258 of the General Corporation Law of the State of Delaware, as amended (the "General Corporation Law").

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties, covenants, agreements and conditions contained herein, and in order to set forth the terms and conditions of the Merger and the mode of carrying the same into effect, the Parties hereto hereby agree as follows:

ARTICLE I

THE MERGER

1.1 The Merger. On and subject to the terms and conditions set forth herein, at the Effective Time (as defined in Section 1.2 below) Subsidiary shall be merged with and into Parent and the separate existence of Subsidiary shall thereupon cease and Parent shall be the surviving corporation (the "Surviving Corporation"). The Merger will be effected pursuant to the provisions of, and with the effect provided in, the General Corporation Law and the Business Corporation Act. The name of the Surviving Corporation shall continue to be "National Processing Company" following the Effective Time.

1.2 Effective Time of the Merger. The Merger shall become effective at 10:03 a.m. Central Standard Time on March 1, 2007 (the "Effective Time") provided that, prior to the

Effective Time, (1) Parent shall have filed Articles of Merger (the "Articles of Merger") in the form of Exhibit A with the Secretary of State of the State of Nebraska in accordance with the provisions of the Business Corporation Act and (2) Subsidiary shall have filed a Certificate of Merger (the "Certificate of Merger") in the form of Exhibit B with the Secretary of State of the State of Delaware in accordance with the provisions of the General Corporation Law.

1.3 Effect of Merger. At the Effective Time, Subsidiary and Parent shall become a single corporation which shall be the Surviving Corporation and which shall continue its corporate existence under the laws of the State of Nebraska. At such time, all of Subsidiary's and Parent's property, rights, privileges, powers and franchises shall vest in the Surviving Corporation and all debts, liabilities and duties of Subsidiary and Parent shall become the Surviving Corporation's debts, liabilities and duties without the necessity of any other transfer or documentation. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of either Subsidiary or Parent in order to carry out and effectuate the transactions contemplated by this Agreement. All rights of creditors and all liens and trusts upon or arising from the property of each of Subsidiary and Parent shall be preserved unimpaired, provided that such liens and trust obligations upon property of each of Subsidiary and Parent shall be limited to the property affected thereby immediately prior to the Effective Time. Any action or proceeding pending by or against either of Subsidiary or Parent may be prosecuted to judgment, which shall bind the Surviving Corporation, or the Surviving Corporation may be proceeded against or substituted in their place.

1.4 Closing. The closing of the transactions contemplated hereby (the "Closing") shall take place at the offices of Kirkland & Ellis LLP, 200 E. Randolph Drive, Chicago, Illinois, or at such other place as may be mutually agreeable to the Parties, at 10:03 a.m., Central Standard Time, on March 1, 2007 (the "Closing Date").

## ARTICLE II

### THE SURVIVING CORPORATION

2.1 Articles of Incorporation. At and after the Effective Time, the Articles of Incorporation of Parent, as in effect at the Effective Time, shall continue to be the Articles of Incorporation of the Surviving Corporation.

2.2 Bylaws. At and after the Effective Time, the Bylaws of Parent, as in effect at the Effective Time, shall continue to be the bylaws of the Surviving Corporation.

2.3 Directors. The directors of Parent, as in effect at the Effective Time, shall continue to be the directors of the Surviving Corporation immediately after the consummation of the Merger.

2.4 Officers. The officers of Parent, as in effect at the Effective Time, shall continue to be the officers of the Surviving Corporation immediately after the consummation of the Merger.

### ARTICLE III

#### EFFECT ON CAPITAL STOCK

3.1 Capital Stock of Subsidiary. As of the Effective Time, by virtue of the Merger and without any action on the part of Subsidiary or Parent or any holder of any of the outstanding shares thereof, each issued and outstanding share of Subsidiary's common stock, par value \$0.01 per share ("Subsidiary Common Stock"), shall be cancelled, extinguished and retired. No shares of Subsidiary Common Stock shall be deemed to be outstanding or to have any rights after the Effective Time.

3.2 Capital Stock of Parent. Each share of Parent's capital stock, which shall be issued and outstanding at the Effective Time, shall remain issued and outstanding.

3.3 No Further Transfers. At the Effective Time, the stock transfer books of Subsidiary shall be closed and no transfer of shares of Subsidiary Common Stock shall thereafter be made.

### ARTICLE IV

#### MISCELLANEOUS

4.1 Further Assurances. Each of the Parties shall execute and deliver such further instruments of conveyance and transfer and take such additional action as any other Party may reasonably request to effect, consummate, confirm or evidence the transactions contemplated hereby.

4.2 Amendment and Waiver; Abandonment. This Agreement may be amended at any time prior to the filing of the Articles of Merger with the Secretary of State of Nebraska and the filing of the Certificate of Merger with the Secretary of State of Delaware by the unanimous written consent of the Parties. No waiver of any of the provisions of this Agreement shall be deemed or shall constitute a waiver of any other provisions, whether or not similar, nor shall any waiver constitute a continuing waiver. Notwithstanding anything herein or elsewhere, this Agreement may be terminated and abandoned by the board of directors of Parent or Subsidiary at any time prior to the filing by the first of the Secretary of State of Nebraska or the Secretary of State of Delaware.

4.3 Assignment. This Agreement shall be binding upon and inure to the benefit of the Parties and their respective successors and assigns.

4.4 Severability. Whenever possible, each provision of this Agreement will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement is held to be prohibited by or invalid under applicable law, such provision will be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of such provision or the remaining provisions of this Agreement.

4.5 Interpretation. The headings and captions used in this Agreement and in any Exhibit hereto are for convenience of reference only and do not constitute a part of this Agreement and shall not be deemed to limit, characterize or in any way affect any provision of this Agreement or any Exhibit hereto, and all provisions of this Agreement and the Exhibits hereto shall be enforced and construed as if no caption or heading had been used herein or therein. Any capitalized terms used in any Exhibit attached hereto and not otherwise defined therein shall have the meanings set forth in this Agreement. Each defined term used in this Agreement shall have a comparable meaning when used in its plural or singular form. The use of the word "including" herein shall mean "including without limitation."

4.6 No Third-Party Beneficiaries. Nothing herein expressed or implied is intended or shall be construed to confer upon or give to any Person other than the parties hereto and their respective permitted successors and assigns, any rights or remedies under or by reason of this Agreement (with such third parties specifically including the employees, shareholders and creditors of Subsidiary).

4.7 Complete Agreement. This Agreement and the agreements and documents referred to herein contain the entire agreement and understanding between the parties hereto with respect to the subject matter hereof and supersede all prior agreements and understandings.

4.8 Counterparts. This Agreement may be executed in one or more counterparts (including by means of telecopied signature pages), all of which taken together shall constitute one and the same instrument.

4.9 Governing Law. All questions concerning the construction, validity, enforcement and interpretation of this Agreement shall be governed by the internal law of the State of Delaware without giving effect to any choice of law or conflict of law provision or rule (whether of the State of Delaware or any other jurisdictions) that would cause the application of the laws of any jurisdictions other than the State of Delaware.

\* \* \* \* \*

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement and Plan of Merger as of the date first written above.

NATIONAL PROCESSING COMPANY

By: 

Name: Thomas A. Wimsett

Title: President

NATIONAL PROCESSING CORPORATION

By: 

Name: Thomas A. Wimsett

Title: President



Form of Certificate of Merger

See attached.

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of each constituent corporation is:

<u>Name</u>	<u>Jurisdiction</u>
National Processing Corporation	Delaware
National Processing Company	Nebraska

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

**THIRD:** The name of the surviving corporation is National Processing Company, a Nebraska corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The merger is to become effective at 10:03 a.m. Central Standard Time on March 1, 2007.

**SIXTH:** The Agreement of Merger is on file at 5111 Commerce Crossings Drive, Suite 108, Louisville, KY 40229, the place of business of the surviving corporation.

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

**EIGHTH:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 5111 Commerce Crossings Drive, Suite 108, Louisville, KY 40229.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 1st day of March, 2007.

National Processing Company

By: 

Name: Thomas A Wimsett

Its: President