



THE UNITED STATES
CORPORATION
COMPANY

F95000002668

ACCOUNT NO. : 072100000032

REFERENCE : 411152 4386917

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 30, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 411152-005

CUSTOMER NO: 4386917

CUSTOMER: Ms. Emma Coronado
First Usa, Inc.
Suite 4700
1601 Elm Street
Dallas, TX 75201

600002197506--9
-06/02/97--01063--002
*****87.50 *****87.50

FOREIGN FILINGS

NAME: GENSAR TECHNOLOGIES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 JUN -2 PM 1:58

DIVISION OF CORPORATION

97 JUN -2 AM 11:23

RECEIVED

672
For
Name
Change
C.C.

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GENSAR TECHNOLOGIES INC.", CHANGING ITS NAME FROM "GENSAR TECHNOLOGIES INC." TO "PAYMENTECH NETWORK SERVICES, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.



2482763 8100
971168947



Edward J. Freel, Secretary of State

AUTHENTICATION: 8478915
05-23-97
DATE:

**GENSAR TECHNOLOGIES INC.
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

Gensar Technologies Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the state of Delaware (the "Company") DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the corporation, in lieu of a meeting and by unanimous written consent, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Company:

RESOLVED, that the Certificate of Incorporation of the Company be amended by changing Article I thereof so that, as amended, said Article I shall be and read as follows:

"Article 1. The name of the corporation is Paymentech Network Services, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the holders of more than a majority of the Common Stock of the company, have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, said consents were executed, date and delivered to the offices of the Company within 60 days of the date of the earliest consent, and notice of the action taken by the consent has been provided to the stockholders of the Company in accordance with said Section 228.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Gensar Technologies Inc., has caused this Certificate to be signed and attested by its duly officers this 4th day of April, 1997.

GENSAR TECHNOLOGIES INC.

By: 

David Truetzel
Chief Financial Officer

ATTEST:

By: 

Philip Taken
Secretary