

P33898

FUJITSU

FUJITSU TRANSACTION
SOLUTIONS INC.

Alan P. Wain
Executive Vice President &
General Counsel
401 Hackensack Ave. 8th floor
Hackensack, NJ 07601
Telephone (201) 489-8828 Facsimile (201) 489-3704

June 12, 2001

Dept. of State of Florida
Division of Corporations
P.O. Box 6327
Tallahesse, FL 32314

Attention: Amendment Section

Re: FUJITSU TRANSACTION SOLUTIONS INC.
FEIN No.: 75-2355667

300004425123--6
-06/18/01--0111--008
*****35.00 *****35.00

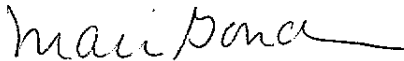
Dear Sir/Madam:

Enclosed please find:

1. A copy of Certificate of Amendment to Certificate of Incorporation from the State of Delaware for Fujitsu Transaction Solutions Inc. (formerly known as Fujitsu-ICL Systems Inc.) filed May 16, 2001;
2. Original and one copy of Certificate of Amendment to Certificate of Authority; and
3. A check for \$35.00 representing your filing fee.

Please provide us with a filed stamped copy of the Certificate.

Very truly,



Mari Gondres
(Assistant to Alan Wain)

:mg

FILED
01 JUL -9 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUL - 9 2001

N/C



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 26, 2001

MARI GONDRES
FUJITSU TRANSACTION SOLUTIONS INC.
401 HACKENSACK AVE., 8TH FLOOR
HACKENSACK, NJ 07601

SUBJECT: FUJITSU-ICL SYSTEMS INC.
Ref. Number: P33898

We have received your document for FUJITSU-ICL SYSTEMS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An ~~original~~, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Teresa Brown
Corporate Specialist

Letter Number: 501A00038411

7-2-01

*Original ~~Certified~~ copy from Delaware attached.
Sorry for the inconvenience.*

Mari Gondres

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Fujitsu-ICL Systems Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 5/7/91
Incorporated under laws of Date authorized to conduct affairs in Florida

FILED
01 JUL -9 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 16, 2001
5. Fujitsu Transaction Solutions Inc.
Name of corporation after the amendment, adding suffix "corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.
- _____ New Duration _____ Date
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.
- _____ New Jurisdiction _____ Date
8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.

The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Alan P. Wain
Signature

JUNE 13, 2001
Date

Alan P. Wain
Typed or printed name

Secretary & General Counsel
Title

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 CERTIFICATE OF AMENDMENT OF "FUJITSU-ICL SYSTEMS INC.", CHANGING ITS NAME FROM "FUJITSU-ICL SYSTEMS INC." TO "FUJITSU TRANSACTION SOLUTIONS INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MAY, A.D. 2001, AT 2:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2250299 8100

AUTHENTICATION: 1206424

010298312

DATE: 06-22-01

TOTAL P.02

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Fujitsu-ICL Systems Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

First: That the Board of Directors of said corporation, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

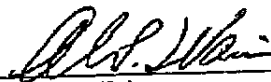
Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is Fujitsu Transaction Solutions Inc."

Second: That in lieu of a meeting, the stockholders of said corporation have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Fujitsu-ICL Systems Inc. has caused this certificate to be signed by Alan P. Wain, its authorized officer this 16th day of May, 2001.

BY: 
Alan P. Wain
TITLE: Executive Vice President