

195000007231

Florida Department of State
Division of Corporations
Public Access System

DOW

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000143873 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

05 JUN -9 AM 10: 51
FILED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 JUN -9 AM 8: 00
DIVISION OF CORPORATIONS

BASIC AMENDMENT
WILDCARD SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Ps 6/10/05
Amend

FILED

05 JUN -9 AM 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
WILDCARD SYSTEMS, INC.**

Larence Park and Larry Petersen hereby certify that:

1. They are the duly elected and acting President and Chief Financial Officer of WildCard Systems, Inc., a Florida corporation.

2. The Amended and Restated Articles of Incorporation of this corporation are hereby amended by:

(i) adding a new sentence at the end of Article IV Section L.3.(a) as follows:

"In the event that the Company executes an agreement to consummate an Acquisition or Asset Transfer on or prior to June 15, 2005, and in the event that such transaction is consummated on or prior to September 15, 2005, then notwithstanding any provision herein to the contrary, the Primary Series E Liquidation Payment shall be equal to \$10.00 per share of Series E Preferred."

(ii) adding at the end of the last sentence of Article IV Section L.3.(b) the following:

"(the "Secondary Series E Liquidation Payment"); *provided, however,* that each holder of Series E Preferred shall be entitled to convert such shares of Series E Preferred into Common Stock following the payment of the Primary Series E Liquidation Payment and before the payment of the Secondary Series E Liquidation Payment pursuant to Section 4(a) hereof."

(iii) adding after the words "at any time" in the first sentence of Article IV Section L.4.(a) the following:

"(including after the payment to the holder thereof of the Primary Series E Liquidation Payment but before the Secondary Series E Liquidation Payment)"

3. This Amendment to Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of this Corporation.

This Amendment to Amended and Restated Articles of Incorporation has been duly adopted in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act by the Board of Directors and the shareholders of the Corporation on June 9, 2005. The total number of outstanding shares entitled to vote or act by written consent was 6,333,188 shares of Common Stock, 4,414,204 shares of Series A Preferred, 2,267,344 shares of Series B Preferred, 2,512,463 shares of Series C Preferred, 1,221,379 shares of Series D Preferred and 1,860,000 shares of Series E Preferred. The holders of a majority of the outstanding shares of Common Stock, a majority of the outstanding shares of Series A Preferred, a majority of the outstanding shares of Series B Preferred, a majority of the outstanding shares of Series C Preferred, a majority of the outstanding shares of Series D Preferred, a majority of the outstanding shares of Series E Preferred, each voting as a separate class or series, as applicable,

and a majority of the outstanding shares of Common Stock and a majority of the outstanding shares of Preferred Stock voting together as a single class on an as-converted basis approved this Amendment to Amended and Restated Articles of Incorporation by written consent in accordance with Section 607.0704 and Section 607.1003 of the Florida Business Corporation Act on June 9, 2005.

Form 9048918837 Page 3/7 Date: 06/20/05 11:51:22 AM

JUN-05-09:55 11:52

WILPCARD SYSTEMS

9048918837 P. 04/05

BY WITNESS WILPCARD SYSTEMS, INC., has caused this Amendment to Amended and Restated Articles of Incorporation to be signed by the President and the Chief Financial Officer in Suwanee, Florida, this 5th day of June, 2005.

WILPCARD SYSTEMS, INC.,
a Florida corporation

By: Charles Park
Charles Park
President

By: _____
Larry Johnson
Chief Financial Officer

344693 V7/RS

3.

3 4

344693 V7/RS


4.

From: 0648810037 Page: 4/16 Date: 6/9/2006 11:40:10 AM

In Witness Whereof, WILDCARD SYSTEMS, INC., has caused this Amendment to Amended and Restated Articles of Incorporation to be signed by the President and the Chief Financial Officer in Sunrise, Florida, this 9th, day of June, 2006.

WILDCARD SYSTEMS, INC.,
a Florida corporation

By: _____
Lance Park
President

By:  _____
Larry Peterson
Chief Financial Officer

