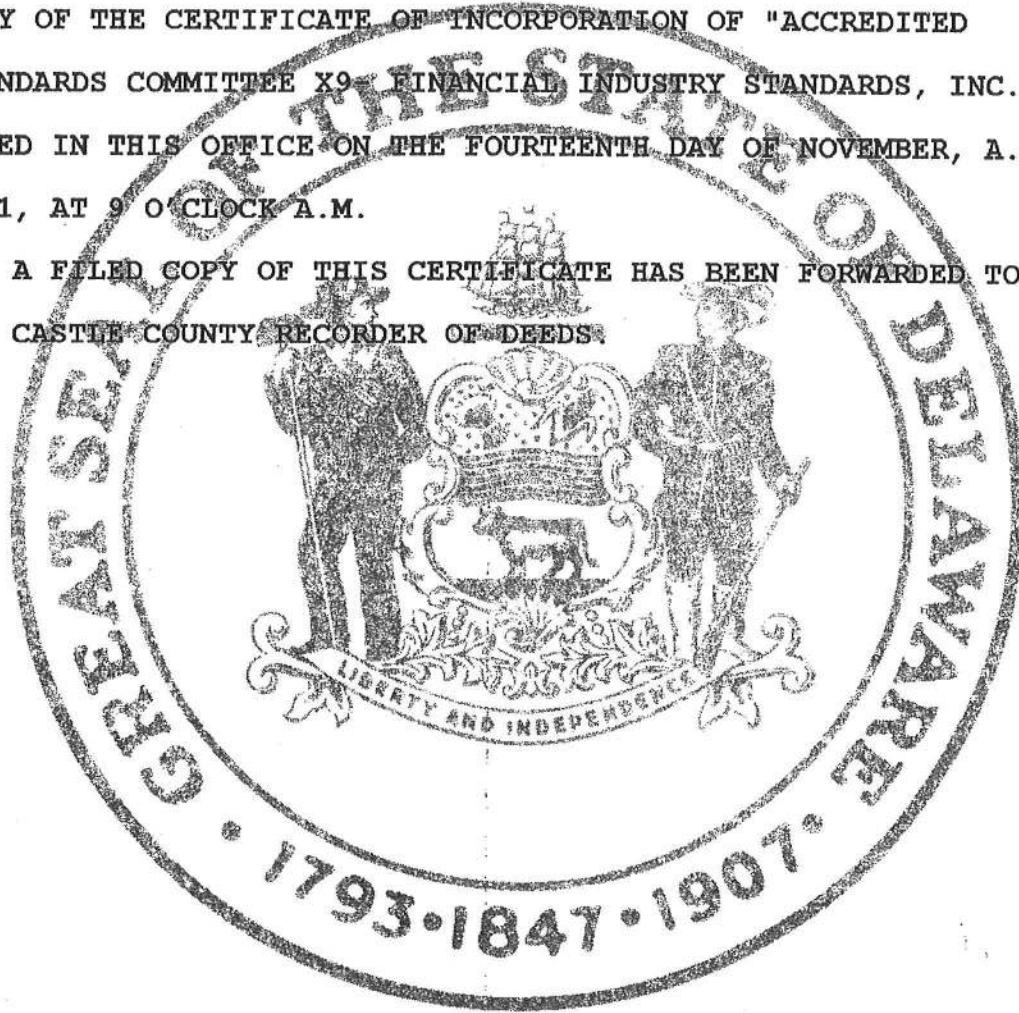


Office of the Secretary of State

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 INCORPORATION OF "ACCREDITED STANDARDS COMMITTEE X9 FINANCIAL INDUSTRY STANDARDS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1449068

3456805 8100

010575832

DATE: 11-15-01

CERTIFICATE OF INCORPORATION
FOR ACCREDITED STANDARDS COMMITTEE X9-
FINANCIAL INDUSTRY STANDARDS, INC.

- FIRST:** The name of this corporation is Accredited Standards Committee X9- Financial Industry Standards, Inc.
- SECOND:** Its registered office in the state of Delaware is to be located at 2711 Centerville Road, Suite 400 in the City of Wilmington, county of New Castle. The name of its registered agent at such address is Corporation Service Company.
- THIRD:** This is a non-stock, nonprofit corporation. The purpose of this corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under the General Law of Delaware. This corporation shall have no power to confer academic or honorary degrees.
- FOURTH:** The Corporation shall have no power to issue capital stock. The Corporation shall have five classes of membership. Class A Membership, Class B Membership, Class C Membership, Class D Membership, and Class E membership. All Class A Members shall have representation on the Board of Directors. Any entity may become a Class A Member. The Class A Members voting rights shall consist of the right to elect all members of the Board of Directors, and full right to vote in any other election involving corporate matters, unless otherwise provided by the General Corporation Law of the State of Delaware. Only organizations that have employees represented on a committee of Board of Directors, and not the board of Directors itself, shall be eligible for Class B membership. The Class B Members shall have no voting rights in any election involving corporate matters, except for votes as a member of the following committees of the Board of Directors, Electronic Retail Transactions, Check Processing, Securities Processing, and Data and Information Security, unless otherwise provided by the General Corporation Law of the State of Delaware. Class C Membership is available only to organizations with gross revenues less than One Million Dollars (\$1,000,000). The Class C Members shall have no voting rights in any election involving corporate matters, except for votes as a member of only one the following committees of the Board of Directors, Electronic Retail Transactions, Check Processing, Securities Processing, and Data and Information Security, unless otherwise provided by the General Corporation Law of the State of Delaware. Class C Members cannot vote in any more than one of the above committees. Class D Membership is available only to individuals and organizations with an interest in the Corporation's work. The Class D Members shall have no voting rights in any election involving corporate matters, unless otherwise provided by the General Corporation Law of the State of Delaware. Class D members shall have the right to receive newsletters and minutes from only one of the following committees of the Board of Directors: Electronic Retail Transactions, Check Processing, Securities Processing, and Data and Information Security. Class E Membership is available only to individuals and organizations with an interest in

the Corporation's work. The Class E Members shall have no voting rights in any election involving corporate matters, unless otherwise provided by the General Corporation Law of the State of Delaware. Class E Members may attend Working Groups, but as stated above, shall have no voting rights. Class E members shall have the right to receive newsletters and have access to the Corporation's web site facilities in order to facilitate attendance at working Group Meetings.

FIFTH: The names and mailing addresses of the incorporator of the Corporation is:

Name: Address:

Donald G. Ogilvie 1120 Connecticut Avenue, N.W.
Washington, D.C. 20036

SIXTH: The powers of the incorporator will terminate upon filing of the Certificate of Incorporation and the names and addresses of the persons elected to serve as Directors until their successors are elected, are as follows:

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Omaha, NE 68154-2684
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Fax: 402-330-1528
shafferj@tsainc.com

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Fax: (423) 482-1727
yhe@xcert.com

SEVENTH: The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors, which shall constitute the whole board, shall be from time to time fixed by the bylaws, but in no case shall the number be less than one. The election of the Board of Directors shall be at the annual meeting of the Corporation, which will be held on such date as the bylaws may provide and the Directors shall hold office until their successors are elected and qualified. The bylaws shall specify the number of directors necessary to constitute a quorum. The Corporation may elect such officers as the bylaws may specify, who shall have such titles and exercise such duties as the bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the bylaws, of this Corporation in such a manner as is consistent with the bylaws. This Corporation may, in its bylaws, confer powers upon its Board of Directors in addition to any power listed in the Certificate of Incorporation. However, the Board of Directors shall not exercise any power of authority conferred herein or by the General Corporation Law of Delaware on the member.

EIGHTH: Meetings of the membership may be held outside the state of Delaware if the bylaws provide. The books of the corporation may be kept (subject to any provisions in the General Corporation Law of Delaware) outside the state of Delaware at such place or places as may be from time to time designated by the Board.

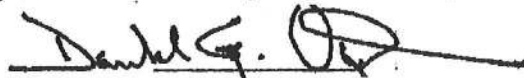
NINTH: The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(6) of the

internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

TENTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by the General Corporation Law of Delaware, and all rights conferred upon the member herein are granted subject to its reservation.

ELEVENTH: Directors of the corporation shall not be liable to either the Corporation or its member for monetary damages for breach of fiduciary duty unless that breach involves: (1) a Director's duty of loyalty to the Corporation or its member; (2) acts or omissions not in good faith which involve intentional misconduct or knowing violation of the law; or (3) a transaction from which the Director derived an improper personal benefit.

I THE UNDERSIGNED, being the incorporator hereinbefore named for the purpose of forming a nonprofit corporation pursuant to Chapter 1, Title 8 of the Delaware Code, do make this certificate, hereby declaring and certifying that the facts stated herein are true and accordingly have hereunto set my hand this 7th day of November, 2001.

A handwritten signature in black ink, appearing to read "Donald G. Ogilvie", with a long horizontal line extending to the right.

Donald G. Ogilvie
Incorporator