

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Metavante Corporation
2. It is incorporated under the laws of Wisconsin
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is 11/18/1971 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
4900 W Brown Deer Road, Brown Deer, Wisconsin, 53223
6. The address of its proposed registered office in Rhode Island is 155 South Main Street, Suite 301
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
SEE ATTACHMENT
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See attached.</u>	_____
Director	_____	_____
Director	_____	_____
Director	_____	_____

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>See attached.</u>	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>300,000,000</u>	<u>Common</u>		<u>\$0.0100</u>
<u>20,000,000</u>	<u>Preferred</u>		<u>\$0.0100</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 305,899,610.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ NONE.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is NONE %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 1,167,609,851.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 47,596.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.0041 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 09/23/2009

Marie Gardner
Signature of Authorized Officer of the Corporation

Marie Gardner, Vice President
Type or Print Name of Authorized Officer

**Attachment to Rhode Island
Corporate Purposes**

Banking and payment technology solutions for businesses Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation

Management Structure	
Entity Name	Metavante Corporation
Exported On	9/1/2009 10:24:35 AM CST

Name	Title/Role	Address
Martire, Frank R	President and Chief Executive Officer	Director 4900 W Brown Deer Road, Brown Deer, WI 53223
Bolton, James R	Senior Executive Vice President	Director 4900 W Brown Deer Road, Brown Deer, WI 53223
D'Angelo, Frank	Senior Executive Vice President	Director 4900 W Brown Deer Road, Brown Deer, WI 53223
Hurdis, Brian C	Senior Executive Vice President & Chief Information Officer	Director 4900 W Brown Deer Road, Brown Deer, WI 53223
Oliver, Timothy C	Senior Executive Vice President and Chief Financial Officer	Director 4900 W Brown Deer Road, Brown Deer, WI 53223
Hayford, Michael D	Senior Executive Vice President and Chief Operating Officer	Director 4900 W Brown Deer Road, Brown Deer, WI 53223
Layden, Donald W Jr.	Senior Executive Vice President, Secretary, Corporate Development, Chief Risk Officer, AML Compliance Officer, and Chief Privacy Officer	Director 4900 W Brown Deer Road, Brown Deer, WI 53223
Gardner, Marie L	Vice President and Assistant Secretary	Officer 4101 W 38th Street, Sioux Falls, SD 57106
Lombardi, Stacey A	Vice President and Assistant Secretary	Officer 4900 W Brown Deer Road, Brown Deer, WI 53223

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

METAVANTE CORPORATION

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is November 18, 1971.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on September 24, 2009.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division Of Corporate & Consumer Services
Department of Financial Institutions

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFI/Corp/33

To validate the authenticity of this certificate

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: **70222-A195B243**