

**Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530**

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FORM NUMBER : 215

NOVA INFORMATION SYSTEM
MARILYN TAYLOR
ONE CONCOURSE PKWY STE 300
ATLANTA, GA 30328

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**NOVA INFORMATION SYSTEMS, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

FILED

FEB 26 2004

By KMC
C21058



Cathy Cox

Cathy Cox
Secretary of State

FEB 26 9 02 AM '04

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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FORM NUMBER : 115

MCKENNA LONG & ALDRIDGE
CAROL I. MCEWEN
303 PEACHTREE ST., STE. 5300
ATLANTA, GA 30308

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

NOVA INFORMATION SYSTEMS, INC.
A DOMESTIC PROFIT CORPORATION

have been duly restated and amended by the filing of articles of restatement in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100



Cathy Cox

Cathy Cox
Secretary of State

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NOVA INFORMATION SYSTEMS, INC.**

ARTICLE I

CORPORATE NAME

The name of the Corporation is: **NOVA Information Systems, Inc.** (hereinafter, the "Corporation").

ARTICLE II

AUTHORIZED SHARES

The Corporation shall have authority to issue not more than one thousand (1,000) shares of Common Stock with \$.01 par value per share. The Board of Directors of the Corporation may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

ARTICLE III

REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be at 40 Technology Parkway South #300, Norcross, Gwinnett County, Georgia 30092. The registered agent of the Corporation shall be Corporation Service Company.

ARTICLE IV

PRINCIPAL OFFICE OF CORPORATION

The mailing address of the principal office of the Corporation is:

NOVA Information Systems, Inc.
One Concourse Parkway, Suite 300
Atlanta, Georgia 30328

ARTICLE V

PURPOSE OF CORPORATION

The Corporation is organized for the purpose of engaging in any and all lawful acts or activities for which corporations may be organized under the Georgia Business Corporation Code (the "Code") or under any act amendatory thereof, supplemental thereto, or substituted therefor.

ARTICLE VI

LIMITATIONS ON DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 14-2-832 of the Code; or (iv) for any transaction from which the director received an improper personal benefit. If the Code is amended after the effective date of this Article to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the Code, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII

ACTION WITHOUT MEETING

In addition to and not in limitation of any other provisions of the Code and the bylaws of the Corporation, action required or permitted by the Code to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including any proceeding brought by or in the

right of the Corporation (hereinafter, a "proceeding"), by reason of the fact he or she, or a person of whom he or she is a legal representative, is or was a director of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Code, as the same now exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Code permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts paid or to be paid in settlement) incurred or suffered by such director in connection with any such proceeding. Such indemnification shall continue as to a director who has ceased to be a director and shall inure to the benefit of the director's heirs, executors and administrators. Except with respect to proceedings to enforce rights to indemnification by a director, the Corporation shall indemnify any such director in connection with a proceeding (or part thereof) initiated by such director only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right. The Corporation shall advance funds to pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding because he or she is a director in advance of final disposition of the proceeding if the director delivers to the Corporation: (i) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct set forth in Section 14-2-851 of the Code, or that the proceeding involves conduct for which liability has been eliminated under these Articles of Incorporation as authorized by Section 14-202(b)(4) of the Code; and (ii) a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification for such expenses under this Article or otherwise. The undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to the director's financial ability to make payment.

(Signatures begin on following page)

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation as of the 21st day of May, 2003.

NOVA Information Systems, Inc.

By: 
Name: Cherie Fuzzell
Title: Executive Vice President and Secretary

SECRETARY OF STATE
2003 JUL 16 P 1:23
COMMERCIAL RECORDS

CERTIFICATE OF RESTATEMENT

Pursuant to Section 14-2-1007 of the Georgia Business Corporation Code, NOVA Information Systems, Inc., a Georgia corporation (the "Corporation"), hereby certifies that:

1.

The name of the Corporation is NOVA Information Systems, Inc.

2.

The Articles of Incorporation of the Corporation are hereby amended and restated in the form attached hereto as Exhibit A (the "Amended and Restated Articles of Incorporation").

3.

The Amended and Restated Articles of Incorporation were recommended by the Board of Directors of the Corporation to the sole shareholder of the Corporation in accordance with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code.

4.

The Amended and Restated Articles of Incorporation were duly adopted and approved by the sole shareholder of the Corporation on May 21, 2003.

5.

The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Restatement to be executed by its duly authorized officer on this 21st day of May, 2003.

NOVA Information Systems, Inc.

By: Cherie M. Fuzzell

Name: Cherie Fuzzell

Title: Executive Vice President