

Delaware

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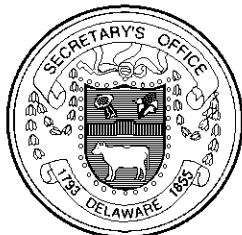
The First State

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 "SIGIS: SPECIAL INTEREST GROUP FOR IIAS STANDARDS, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF DECEMBER, A.D. 2007, AT 12:04 O'CLOCK P.M.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6210771

DATE: 12-05-07

CERTIFICATE OF INCORPORATION

OF

SIGIS: SPECIAL INTEREST GROUP FOR IAS STANDARDS, INC.

The undersigned, for the purposes of forming a not for profit corporation (hereinafter called the "Corporation") without authority to issue capital stock under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that:

1. The name of the Corporation is SIGIS: Special Interest Group for IAS Standards, Inc.
2. The Corporation's Registered Office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, 19904; and, the Registered Agent in charge of such Registered Office is National Registered Agents, Inc.
3. The nature of the purposes to be conducted by the Corporation is as follows:

In Internal Revenue Service ("IRS") Notice 200669, the IRS described a process for IRS compliant merchant-based adjudication of health benefit claims. Compliant implementation of this process, known as an inventory information approval system, requires close coordination between merchants, payment card companies, card issuers, card processors, and plan administrators, to engage in any lawful act or activity that facilitates this cooperation. In addition, the purpose of the Corporation shall include Health Savings Accounts ("HSAs") only with respect to IAS capabilities within the bounds of the Scope. Without limiting the generality of the forgoing, the specific purposes of this Corporation include the following:

- (a) The Corporation shall manage, maintain, update, expand, promote, foster broad adoption of and administer the Deliverables, developed for or by the Corporation, including but not limited to, specifications, product lists and certification processes;
- (b) The Corporation will be responsible for developing, maintaining, and updating transaction standards;
- (c) The Corporation may grant licenses to its Deliverables and terminate said licenses;
- (d) If needed, develop criteria for any vendors authorized to perform transaction standards compliance;
- (e) Develop, publish and distribute all Deliverables;
- (f) Take any and all actions and conduct all businesses related or incidental to or complementary to the development, publication, update, revision and distribution of the Deliverables
- (g) Develop, conduct and maintain Certification and Compliance Programs, logo programs and procedures; and
- (h) Promote the Corporation and the membership.

The Corporation shall have the authority to exercise all of the powers conferred upon Corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation.

4. The Corporation does not to have authority to issue capital stock.
5. The name and the mailing address of the incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Greg Licata	Metavante 400-2 Totten Pond Road Waltham, MA 02451

6. The duration of the Corporation is to be perpetual.
7. The personal liability of all of the directors of the Corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended.

Executed on this 05 day of December, 2007.

/s/ Greg Licata
Incorporator