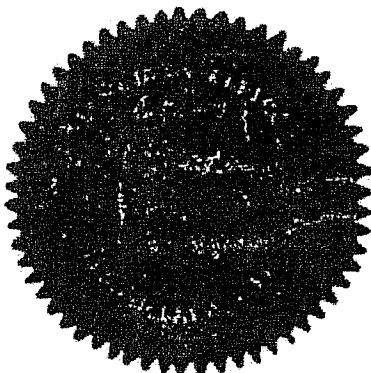


State  
of  
DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Amendment of the "IBANCO Ltd.", as received and filed in this office  
twenty-first day of April, A.D. 1977, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this twenty-first day  
of April in the year of our Lord  
one thousand nine hundred and seventy-seven.



*Glenn C. Kenton*

Secretary of State

*[Signature]*

1 CERTIFICATE OF AMENDMENT  
2 OF  
3 CERTIFICATE OF INCORPORATION

4 \* \* \* \* \*

5  
6  
7 IBANCO Ltd. a corporation organized and existing under and by virtue  
8 of the General Corporation Law of the State of Delaware,  
9 DOES HEREBY CERTIFY.

10 FIRST: That the Board of Directors of said corporation, by the unani  
11 mous written consent of its members, adopted a resolution proposing and de-  
12 claring advisable the following amendment to the Certificate of Incorporation  
13 of said corporation:

14  
15 RESOLVED, that the Board hereby recommends to the  
16 membership that IBANCO Ltd. change its name to  
17 "Visa International Service Association", and that  
18 a copy of this resolution be submitted to the mem-  
19 bership to be voted upon by them, and if approved,  
20 the officers are hereby authorized and directed to  
21 take all actions and file whatever documents may  
22 be necessary to complete such change of name ac-  
23 cording to law.

24  
25 SECOND: That in lieu of a meeting and vote of members, the members  
26 have given unanimous written consent to said amendment in accordance with the  
27 provisions of Section 228 of the General Corporation Law of the State of  
28 Delaware.

29  
30 THIRD: That, in accordance with the foregoing paragraphs, the Certi-  
31 ficate of Incorporation is hereby amended by changing the Article numbered  
32 one (1) thereof to read as follows:

"1. The name of the corporation is Visa International Service  
Association."

FOURTH: That the aforesaid amendment was duly adopted in accordance  
with the applicable provisions of Sections 242 and 228 of the General Corpo-  
ration Law of the State of Delaware.

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IN WITNESS WHEREOF, said IBANCO Ltd. has caused this certificate to  
be signed by Dee W. Hock, its President, and attested by Gregory O. Wilhelm,  
its Secretary, this 18th day of April, 1977.

IBANCO Ltd.

By: *Dee Hock*  
President

ATTEST:

By: *Gregory O Wilhelm*

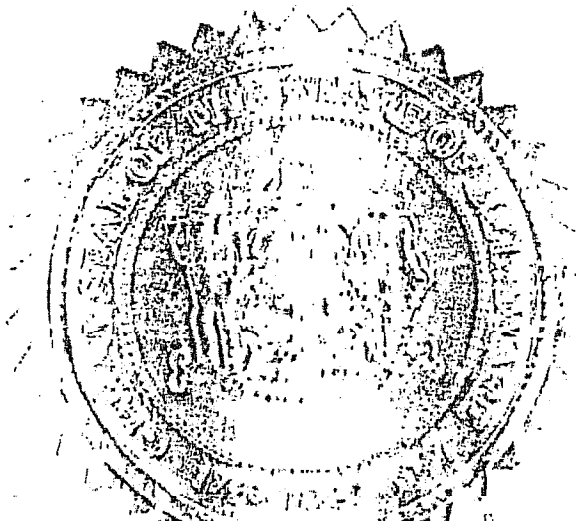


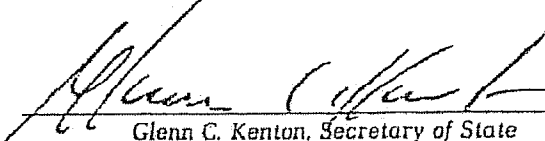
State  
of  
**DELAWARE**

Office of SECRETARY OF STATE

I, GLENN C. KENTON, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Correction of the "IBANCO Ltd.", as received and filed in this office the eleventh day of July, A.D. 1974, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Delaware at Dover this twenty-third day of March in the year of our Lord one thousand nine hundred and eighty-two.



  
Glenn C. Kenton, Secretary of State

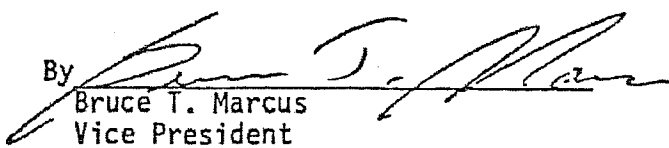
CERTIFICATE OF CORRECTION FILED TO CORRECT  
A CERTAIN ERROR IN THE CERTIFICATE OF  
INCORPORATION OF IBANCO Ltd. FILED IN THE  
OFFICE OF THE SECRETARY OF STATE OF  
DELAWARE ON JUNE 6, 1974, AND RECORDED IN  
THE OFFICE OF THE RECORDER OF DEEDS FOR  
NEW CASTLE COUNTY, DELAWARE, ON JUNE 6, 1974

IBANCO Ltd., a corporation organized and existing under and by virtue of the  
General Corporation Law of the State of Delaware,


DOES HEREBY CERTIFY:

1. The name of the corporation is IBANCO Ltd.
2. That a certificate of incorporation was filed by the Secretary of State  
of Delaware on June 6, 1974 and recorded in the office of the Recorder of Deeds  
of New Castle County on June 6, 1974 and that said certificate requires  
correction as permitted by subsection (F) of section 103 of The General  
Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said certificate to be corrected is as  
follows: On page 5, the address for Mr. Claude Viel, an Alternate Director,  
is incorrectly designated as "Banque Lanadinne National." It should  
read "Banque Canadienne Nationale."

IN WITNESS WHEREOF, said IBANCO Ltd. has caused this certificate to be  
signed by Bruce T. Marcus, its Vice President, and attested by Gregory O.  
Wilhelm, its Assistant Secretary, this ninth day of July, 1974.

By   
Bruce T. Marcus  
Vice President

ATTEST:

By   
Gregory O. Wilhelm  
Assistant Secretary

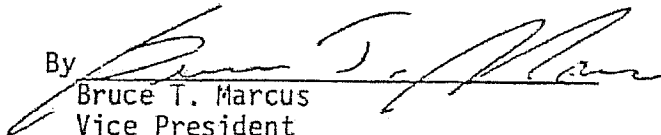
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NEW CASTLE COUNTY, DELAWARE, ON JUNE 6, 1974

IBANCO Ltd., a corporation organized and existing under and by virtue of the  
General Corporation Law of the State of Delaware,

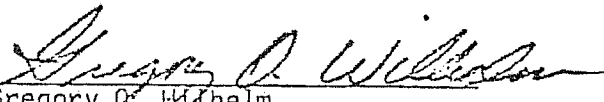
DOES HEREBY CERTIFY:

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IN WITNESS WHEREOF, said IBANCO Ltd. has caused this certificate to be  
signed by Bruce T. Marcus, its Vice President, and attested by Gregory O.  
Wilhelm, its Assistant Secretary, this ninth day of July, 1974.

By   
Bruce T. Marcus  
Vice President

ATTEST:

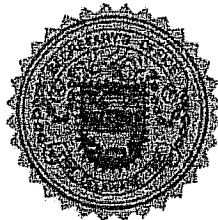
By   
Gregory O. Wilhelm  
Assistant Secretary

# Delaware

PAGE 1

*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 "IBANCO LTD.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JUNE, A.D. 1974, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0802339 8100

040644369

AUTHENTICATION: 3340250

DATE: 09-09-04

CERTIFICATE OF INCORPORATION  
OF

IBANCO Ltd.

\* \* \* \* \*

1. The name of the corporation is

IBANCO Ltd.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is THE CORPORATION TRUST COMPANY.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Delaware, and the activities and purposes herein set forth, it is expressly provided that this corporation shall have the following powers, viz.:

To administer uniformly through its members, for purposes of profit for itself and its members, a common credit card program utilizing, among other things, common marks and in connection with such program to, among other things, purchase, acquire, apply for, secure, hold, own, and regulate the uses of any and all copyrights, trademarks, trade names and distinctive marks, and to license or authorize the use thereof by other persons, firms or corporations as may be necessary or proper for carrying out the purposes of the corporation, and to solicit, indoctrinate and train new members, develop and coordinate the use of advertising materials, computer systems and programs, and a program to control fraud and related problems, to develop an interchange system using data transmission facilities and devices and a program to contract with and serve national and international merchant accounts, and to develop and disseminate operating information and training programs.

Acting through its Board of Directors, its President and other officers, subject to the powers and restrictions of this Certificate of Incorporation, and its By-Laws, to do all such acts as are necessary or convenient to the attainment of the activities and purposes herein set forth.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

To enter into employment contracts with any person, for any term, designating such person an officer of the corporation for the term of the contract and to enter into management contracts with any person, firm or corporation for any term.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation.

The activities and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this

Certificate of Incorporation, but the activities and purposes specified in each of the foregoing clauses of this article shall be regarded as independent activities and purposes.

4. The corporation shall not have any capital stock and the conditions of membership shall be stated in the By-Laws.

5. Each member of the corporation shall be entitled at every meeting of the members to such votes as the By-Laws shall provide in person or by proxy.

6. The name and mailing address of each incorporator is as follows:

| <u>NAME</u>      | <u>MAILING ADDRESS</u>                              |
|------------------|---|
| B. A. Pennington | 100 West Tenth Street<br>Wilmington, Delaware 19801 |
| W. J. Reif       | 100 West Tenth Street<br>Wilmington, Delaware 19801 |
| R. F. Andrews    | 100 West Tenth Street<br>Wilmington, Delaware 19801 |

7. The name and mailing address of each person, who is to serve as a director or alternate director until the first annual meeting of the members or until a successor is elected and qualified, is as follows:

DIRECTORS

Mr. William Bates, Jr., Vice Chairman  
Philadelphia National Bank  
5th and Market Streets  
Philadelphia, Pennsylvania 19106

Mr. S. Henry Benacerraf  
President, Credito Unión  
Av. Universidad  
Edif. Centro Empresarial  
Primer Piso  
Caracas, Venezuela

Mr. Guy W. Botts  
Chairman of the Board  
Barnett Banks of Florida, Inc.  
100 Laura Street  
Jacksonville, Florida 32202

Mr. Lloyd S. Calvert  
General Manager, Consumer Credit  
Toronto Dominion Bank  
68 Young Street, Room 709  
Toronto, Ontario, Canada M5E1L1

Mr. Owen Daly, II  
Chairman of the Board  
The Equitable Trust Company  
P. O. Box 1556  
Baltimore, Maryland 21203

Mr. D. W. Hock  
President  
National BankAmericard Incorporated  
P. O. Box 26673  
San Francisco, California 94126

Mr. K. V. Larkin  
Senior Vice President  
Executive Office  
Bank of America N.T. & S.A.  
P. O. Box 37000  
San Francisco, California 94137

Mr. William B. Lawson  
General Manager  
The Bank of Nova Scotia  
44 King Street W.  
Toronto 1, Canada

ALTERNATE DIRECTORS

Mr. James H. Harris  
Senior Vice President  
The Chase Manhattan Bank, N.A.  
1 Chase Manhattan Plaza  
New York, New York 10015

Mr. Arturo Guizar  
Subdirector  
Banco de Comercio, S.A.  
Apartado 9 BIS  
Mexico 1, D.F., Mexico

Mr. Lyman E. Seely  
Chairman of the Executive  
Committee  
First National Bank of Oregon  
P. O. Box 3131  
Portland, Oregon 97208

Mr. Claude Viel  
Assistant Superintendent  
Banque Lanadinne National  
P. O. Box 6014  
Montreal, Canada

Mr. Harold J. Steele  
President  
First Security Bank of Utah  
P. O. Box 478  
Salt Lake City, Utah 84110

Mr. John A. Dillon  
Executive Vice President  
National BankAmericard  
Incorporated  
P. O. Box 26673  
San Francisco, California 94126

Mr. A. R. Zipf  
Executive Vice President  
Bank of America N.T. & S.A.  
P. O. Box 37000  
San Francisco, California 94137

Mr. Jack C. Lofquist  
Vice President  
Canadian Imperial Bank  
of Commerce  
25 King St. West  
Toronto 1, Ontario, Canada

Mr. Neil McKay  
Executive Vice President & Cashier  
The First National Bank of Chicago  
One First National Plaza  
Chicago, Illinois 60670

Mr. George B. Rockwell  
President  
State Street Bank and  
Trust Company  
Box 351  
Boston, Massachusetts 02101

Mr. James F. Partridge  
Executive Vice President  
Banco Crédito y Ahorro Ponceno  
G.P.P. Box 2589  
San Juan, Puerto Rico 00936

Mr. Miguel R. Galvis  
President  
Ascredibanco  
Apartado Aereo 29601  
Bogota, Colombia

Mr. Shunsaku Sakabe  
President, Sumitomo Credit Service  
The Sumitomo Bank Limited  
3-2, Marunouchi 1-chome  
Chiyoda-ku, Tokyo, Japan

Mr. Hiromichi Hirano  
Managing Director,  
Sumitomo Credit Service  
The Sumitomo Bank Limited  
3-2 Marunouchi 1-chome  
Chiyoda-ku, Tokyo, Japan

Mr. Frank Snushall  
Divisional General Manager  
Barclaycard  
Barclays Bank Limited  
Juxon House, 94 St. Paul's Churchyard  
London, E. C. 4, England

Mr. Joao Ribeiro da Fonseca  
Manager, Cartao Sottomayor  
Banco Pinto & Sotto Mayor  
Rua Aurea, 28  
Lisbon, Portugal

Mr. Santiago Zaldumbide  
Subdirector General  
Banco de Bilbao  
Gran Via 12  
Bilbao, Spain

Mr. Ugo Scarpetta  
Central Manager  
Banca d'America e d'Italia  
5, Via Manzoni  
Milan, Italy 20121

8. The corporation shall have perpetual existence.

9. The activities and affairs of the corporation shall be managed by a Board of Directors. The Board of Directors may, however, enter into a management, consulting or operating agreement with any person or corporation which delegates the board's duty and authority to manage or control the affairs and activities of the corporation. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in the By-Laws, provided that Bank of America NT & SA shall be entitled to appoint a director until

the latest of (i) September 20, 1984, (ii) the date of the first annual meeting of members following the calendar year in which its sales volume, as defined in section 3.03 of the By-Laws as originally adopted, was less than five percent of the aggregate worldwide sales volume of all members and (iii) the date on which it ceases to own the Blue, White and Gold Bands Design mark, provided, however, this right to appoint a director shall cease on the date which it ceases to be a member or a member of a member of the corporation. The directors need not be employees of members of the corporation unless so required by the By-Laws. The By-Laws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by a 90% vote of the total membership of the board, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The By-Laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the

resolution of the Board of Directors, or in the By-Laws of the corporation, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the members a dissolution of the corporation or a revocation of a dissolution, or (except as may be otherwise provided in the By-Laws) amending the By-Laws of the corporation. The directors of the corporation may, if the By-Laws so provide, be classified as to term of office. The Board of Directors may elect or designate such officers as the By-Laws may specify, who shall, subject to the provisions of the statutes, have such title and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation, except as may be otherwise provided in the By-Laws themselves.

This corporation may by its By-Laws confer powers upon its Board of Directors in addition to the foregoing, in addition to the powers and authorities expressly conferred upon them by the statutes, provided that the Board of Directors shall not exercise any power or authority conferred herein or by statute upon the members.

10. Meetings of members may be held within or without the State of Delaware, as the By-Laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes), outside of the State of Delaware at such place or places as may from time to time designated by the Board of Directors. Elections of directors need not be by written ballot unless the By-Laws of the corporation shall so provide.

11. Subject to any limitation in the By-Laws, the Board of Directors shall have the power to fix such rates and amounts of, and time of notice respecting, and time of payment of, fees payable by members of the corporation, as it deems appropriate for the operation of the affairs of the corporation, and to direct the method of collection thereof. The Board of Directors shall not have the power to levy assessments upon the members of the corporation.

Dividends payable to members of the corporation may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Those members entitled to receive dividends and the method of calculating the amount of the dividends to be paid to such members shall be as the By-Laws may provide. Dividends may be paid in cash or in property.

In the event of dissolution of the corporation, and after payment of allowances, expenses, costs and debts of the corporation in accordance with law, the trustees or receivers of the corporation shall distribute and pay any balance remaining to and among the members in the same manner as the distribution of dividends as provided in the By-Laws.

12. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation. The Board of Directors shall adopt resolutions setting forth proposed amendments to this Certificate of Incorporation, declaring their advisability, and shall submit such proposed amendments to the members at any annual meeting of the members or special meeting of the members called for that purpose, and the

affirmative vote of ninety (90%) percent of the members entitled to vote possessing at least ninety (90%) percent of the total votes of the corporation at the time outstanding shall be required for the approval of such proposed amendments, alterations, changes or repeals of any provision of this Certificate of Incorporation; provided, that notwithstanding anything in the foregoing to the contrary, any proposed amendment to this Certificate of Incorporation which would amend, alter, change or repeal the right of Bank of America NT & SA to appoint a director to the Board of Directors until the time provided in Article 9 of this Certificate of Incorporation shall be adopted only by a resolution of the Board of Directors with the director appointed by Bank of America NT & SA participating and voting affirmatively for the amendment.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of The Delaware Code, do make this Certificate, hereby declaring and certifying that this is our act and deed

and the facts herein stated are true and, accordingly,  
have hereunto set our hands this 6th day of June, 1974.

B. A. Remington  
W. J. Ray  
C. L. Rodman