

**SUMMARY OF
CERTIFICATE OF INCORPORATION OF
AFFILIATED COMPUTER SERVICES, INC.**

The following is a summary of the filing history and currently operative provisions of ACS' Certificate of Incorporation in the State of Delaware. This summary is intended to make it easier to read and interpret our Certificate of Incorporation and should not be relied upon for any other purpose. For the complete version of ACS' Second Amended and Restated Certificate of Incorporation and all subsequent amendments as described below and filed with the Secretary of State of Delaware, please refer to our filings with the Securities and Exchange Commission at www.sec.gov or you may obtain a complete set of our filings from the Secretary of State of Delaware.

FILING HISTORY:

1. The name of the Company is Affiliated Computer Services, Inc., the original Certificate of Incorporation of the Company was filed with the office of the Secretary of State of the State of Delaware on June 8, 1988, and the name under which the Company was originally incorporated is Affiliated Computer Systems, Inc.

2. An Amended and Restated Certificate of Incorporation of the Company was filed with the Office of the Secretary of State of the State of Delaware on August 30, 1991, which certificate was further amended by amendments filed with the Office of the Secretary of State of the State of Delaware on November 27, 1991, December 17, 1991 and June 22, 1992.

3. A Second Amended and Restated Certificate of Incorporation of the Company was filed with the Office of the Secretary of State of the State of Delaware on June 30, 1994, which certificate was further amended by amendments filed with the office of the Secretary of State of the State of Delaware on June 30, 1994, July 5, 1994, October 28, 1996, December 18, 1997, November 12, 1999, November 18, 1999, February 14, 2001, October 5, 2001 and July 8, 2004.

SUMMARY OF OPERATIVE PROVISIONS:

The text of the Certificate of Incorporation of the Company is summarized below to incorporate all subsequent amendments to the Second Amended and Restated Certificate of Incorporation and eliminate the reclassification of stock and the restrictions on the transfer of restricted stock associated with the spin-off of a subsidiary, each of which were completed prior to the Company's initial public offering.

FIRST: The name of the corporation is Affiliated Computer Services, Inc. (the "Company").

SECOND: The address of the Company's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19801. The name of the Company's registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH: Section 1. **Authorized Capital Stock.** The total number of shares of all classes of capital stock that the Company shall have authority to issue is 517,000,000 shares, consisting of (a) 500,000,000 shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), (b) 14,000,000 shares of Class B Common Stock, par value \$0.01 per share ("Class B Common Stock" and,

together with Class A Common Stock, “Common Stock”), and (c) 3,000,000 shares of Preferred Stock, par value \$1.00 per share (“Preferred Stock”).

The number of authorized shares of any class of classes of capital stock of the Company may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Company entitled to vote thereon. The Board of Directors shall have the authority to fix or alter the powers, designations, preferences and relative, participating, optional or other special rights of all classes of the capital stock of the Company; provided, however, that in no case shall the powers, preferences and rights of the Class A Common Stock be greater than those provided herein. Except as otherwise required by law or expressly provided for herein, the rights, powers, and preferences of the shares of Common Stock and the qualifications, limitations, or restrictions thereof, shall be in all respects identical.

Section 2. Common Stock. The relative rights, powers, preferences, qualifications, limitations, and restrictions of the Class A Common Stock and Class B Common Stock shall be as follows:

(a) *Voting Rights*. Each share of Class A Common Stock shall be entitled to one vote, and each share of Class B Common Stock shall be entitled to ten votes, on all matters submitted to a vote of the stockholders. Except as otherwise provided herein or by law or in any resolution or resolutions of the Board of Directors of the Company providing for the issuance of Preferred Stock, all actions submitted to a vote of the stockholders of the Company shall be voted on by the holders of the Class A Common Stock and Class B Common Stock (as well as the holders of any series of Preferred Stock, if any, entitled to vote thereon), voting together as a single class.

(b) *Conversion*. The Class A Common Stock has no conversion rights. Each share of Class B Common Stock is convertible at any time, and from time to time, at the option of and without cost to the holder thereof, into one fully paid and nonassessable share of Class A Common Stock on and subject to the terms and conditions set forth herein; provided, however, that shares of Class B Common Stock shall be automatically converted, without any action on the part of the holder thereof, into shares of Class A Common Stock on the occurrence of the events described in subsection (c) of this Section 2.

If any record owner of any shares of Class B Common Stock (a “Class B Holder”) desires to convert any of such shares into shares of Class A Common Stock, such Class B Holder shall present and surrender the certificate or certificates representing such shares during usual business hours at any office or agency of the Company maintained for the transfer of Class B Common Stock and shall deliver a written notice (“Conversion Notice”) of the election of such Class B Holder to convert the shares represented by such certificate or any portion thereof as specified in the Conversion Notice. The Conversion Notice shall state the name or names (with addresses) in which the certificate of certificates representing shares of Class A Common Stock issuable on such conversion shall be registered. If so required by the Company, any certificate representing shares of Class B Common Stock surrendered for conversion shall be accompanied by instruments of transfer, in form satisfactory to the Company, duly executed by the holder of such shares or his authorized representative. Each conversion of shares of Class B Common Stock shall be deemed to have been effected on the date (the “conversion date”) on which the certificate or certificates representing such shares shall have been surrendered and such notice and any required instruments of transfer shall have been received as aforesaid. The person or persons in whose name or names any certificate or certificates representing shares of Class A Common Stock issuable upon such conversion shall be, for the purpose of receiving dividends and for all

other corporate purposes whatsoever, deemed to have become the holder or holders of record of the shares of Class A Common Stock represented thereby on the conversion date.

As promptly as practicable after the conversion date, the Company shall issue and deliver at such office or agency, to or upon the written order of the holder thereof, certificates for the number of shares of Class A Common Stock issuable upon such conversion. Subject to the provisions of subsection (c) of this Section 2, in the event any certificate representing shares of Class B Common Stock shall be surrendered for conversion of a part only of the shares represented thereby, the Company shall deliver at such office or agency, to or upon the written order of the holder thereof, a certificate or certificates for the number of shares of Class B Common Stock represented by such surrendered certificate which are not being converted. The issuance of certificates representing shares of Class A Common Stock issuable upon the conversion of shares of Class B Common Stock by the registered holder thereof shall be made without charge to the converting holder for any tax imposed on the Company in respect of the issue thereof. The Company shall not, however, be required to pay any tax which may be payable with respect to any transfer involved in the issue and delivery of any certificate in a name other than that of the registered holder of the shares being converted, and the Company shall not be required to issue or deliver any such certificate unless and until the person requesting the issue thereof shall have paid to the Company the amount of such tax or has established to the satisfaction of the Company that such tax has been paid.

Upon any conversion of shares of Class B Common Stock into shares of Class A Common Stock pursuant hereto, no adjustment with respect to dividends shall be made; only those dividends shall be payable on the shares so converted as may be declared and are payable to holders of record of shares of Class B Common Stock on a date prior to the conversion date with respect to the shares so converted; and only those dividends shall be payable on shares of Class A Common Stock issued upon such conversion as may be declared and are payable to holders of record of shares of Class A Common Stock on or after such conversion date.

In case of any consolidation or merger of the Company as a result of which the holders of Class A Common Stock shall be entitled to receive cash, stock, other securities, or other property with respect to or in exchange for Class A Common Stock or in case of any sale or conveyance of all or substantially all of the property or business of the Company as an entirety, each holder of any share of Class B Common Stock shall have the right thereafter, so long as the conversion right hereunder shall exist, to convert such share into the kind and amount of cash, shares of stock, and other securities and properties as are receivable upon such consolidation, merger, sale or conveyance by each holder of one share of Class A Common Stock and shall have no other conversion rights with regard to such share. The provisions of this paragraph shall similarly apply to successive consolidations, mergers, sales or conveyances.

Shares of Class B Common Stock converted into Class A Common Stock as provided in this subsection (b) shall be retired and shall resume the status of authorized but unissued shares of Class B Common Stock.

Such number of shares of Class A Common Stock as may from time to time be required for such purpose shall be reserved for issuance upon conversion of outstanding shares of Class B Common Stock and for issuance upon exercise of options, if any.

(c) *Restrictions on Transfer of Class B Common Stock.* No Class B Holder may transfer, and the Company shall not register the transfer of, any shares of Class B Common Stock,

whether by sale, assignment, gift, bequest, appointment or otherwise, except to a Permitted Transferee (as hereinafter defined).

In the case of a Class B Holder who is a natural person and the beneficial owner of shares of Class B Common Stock proposed to be transferred, a Permitted Transferee consists only of:

(i) such Class B Holder's spouse; provided, however, that upon divorce any Class B Common Stock held by such spouse shall immediately and automatically be converted into Class A Common Stock;

(ii) any lineal descendant of any great-grandparent of such Class B Holder, including adopted children, and any such descendant's spouse (such descendants and their spouses, together with such Class B Holder's spouse, are referred to herein as "family members");

(iii) the trustee or trustees of a trust (including a voting trust) for the sole benefit of such Class B Holder and/or any of such Class B Holder's family members, except that such trust may also grant a general or special power of appointment to one or more of such Class B Holder's family members and may permit trust assets to be used to pay taxes, legacies, and other obligations of the trust or the estates of one or more of such Class B Holder's family members payable by reason of the death of any such family members; provided, however, that if at any time such trust fails to meet the requirements of this subparagraph (iii), all shares of Class B Common Stock then held by such trustee or trustees shall immediately and automatically be converted into Class A Common Stock on a share-for-share basis, and stock certificates formerly representing such shares of Class B Common Stock shall thereupon and thereafter be deemed to represent a like number of shares of Class A Common Stock;

(iv) any organization established by a Class B Holder or any of such Class B Holder's family members, contributions to which are deductible for federal income, estate, or gift tax purposes (a "charitable organization") and a majority of whose governing board at all times consists of such Class B Holder and/or one or more of the Permitted Transferees of such Class B Holder, or any successor to such charitable organization meeting the requirements of this subparagraph (iv); provided that, if there is any change in the composition of the governing board of such charitable organization that would cause such charitable organization no longer to qualify as a Permitted Transferee of such Class B Holder, all shares of Class B Common Stock then held by such charitable organization shall immediately and automatically be converted into Class A Common Stock on a share-for-share basis, and stock certificates formerly representing such shares of Class B Common Stock shall thereupon and thereafter be deemed to represent a like number of shares of Class A Common Stock; and

(v) any partnership in which all of the partners are, and all of the partnership interests are owned by, such Class B Holder and/or any of such Class B Holder's family members, or any corporation wholly owned by such Class B Holder and/or any of such Class B Holder's family members; provided that, if there is any change in the partners of or owners of partnership interests in such partnership or in the stockholders of such corporation that would cause such partnership or corporation no longer to qualify as a Permitted Transferee of such Class B Holder, any Class B Common Stock then held by such partnership or corporation shall immediately and automatically be converted into Class A Common Stock on a share-for-share basis, and stock certificates formerly

representing such shares of Class B Common Stock shall thereupon and thereafter be deemed to represent a like number of shares of Class A Common Stock.

In the case of a Class B Holder that is a partnership or a corporation and the beneficial owners of the shares of Class B Common Stock proposed to be transferred, a Permitted Transferee consists only of:

(i) any partner of such partnership who was a partner thereof on the record date of the initial distribution of Class B Common Stock;

(ii) any stockholder of such corporation who held any share thereof on the record date of the initial distribution of Class B Common Stock and who receives shares of Class B Common Stock pro rata to his stock ownership in such corporation through a dividend or through a distribution made upon liquidation of such corporation;

(iii) any person transferring shares of Class B Common Stock to such partnership or corporation after the record date of the initial distribution of Class B Common Stock; provided, however, that such transferor may not receive shares of Class B Common Stock in excess of the shares of Class B Common Stock transferred by the transferor to such partnership or corporation;

(iv) any Permitted Transferee of any person meeting the requirements set forth in subparagraph (i), (ii) or (iii) of this paragraph, but not in excess of the number of shares such stockholder or person is entitled to receive pursuant to this paragraph; and

(v) the survivor of a merger or consolidation of such corporation if those persons who owned beneficially sufficient shares entitled to elect at least a majority of the entire board of directors of such constituent corporation immediately prior to the merger or consolidation own beneficially sufficient shares entitled to elect at least a majority of the entire board of directors of the surviving corporation, provided that if by reason of any change in the ownership of such stock of the surviving corporation such surviving corporation would no longer qualify as a Permitted Transferee of such Class B Holder, all shares of Class B Common Stock then held by such surviving corporation shall immediately and automatically be converted into Class A Common Stock on a share-for-share basis, and stock certificates formerly representing such shares of Class B Common Stock shall thereupon and thereafter be deemed to represent a like number of shares of Class A Common Stock.

In the case of a Class B Holder holding such shares of Class B Common Stock as trustee pursuant to a trust that is an irrevocable trust on the record date of the initial distribution of Class B Common Stock, a Permitted Transferee consists only of:

(i) any successor trustee of such trust who meets the requirements set forth in subsection (ii) or (iii) of this paragraph;

(ii) any person to whom or for whose benefit the principal or income may be distributed under the terms of such trust or any person to whom such trust may be obligated to make future transfers, provided such obligation exists prior to the date such trust becomes a holder of Class B Common Stock; and

(iii) any family member of the creator of such trust.

In the case of a Class B Holder holding such shares of Class B Common Stock as trustee pursuant to a trust that is any trust other than an irrevocable trust described in the immediately preceding paragraph on the date of the initial distribution of Class B Common Stock, a Permitted Transferee consists only of:

- (i) any successor trustee of such trust who meets the requirements set forth in subsection (ii) of this paragraph; and
- (ii) the person who established such trust and any Permitted Transferee of such person.

In the case of a record (but not beneficial) owner of Class B Common Stock as nominee for the person who is the beneficial owner thereof on the record date of the initial distribution of Class B Common Stock, a Permitted Transferee consists only of such beneficial owners and any Permitted Transferee of such beneficial owner.

Upon the death or permanent incapacity of any Class B Holder, such Class B Holder's Class B Common Stock shall immediately and automatically be converted into Class A Common Stock on a share-for-share basis, and stock certificates formerly representing such shares of Class B Common Stock shall thereupon and thereafter be deemed to represent a like number of shares of Class A Common Stock.

Upon the expiration of 90 days after the death or permanent incapacity of Darwin Deason or upon the conversion by The Deason International Trust of all of the shares of Class B Common Stock beneficially owned by Mr. Deason into shares of Class A Common Stock, any and all shares of Class B Common Stock shall immediately and automatically be converted into Class A Common Stock on a share-for-share basis, and stock certificates formerly representing such shares of Class B Common Stock shall thereupon and thereafter be deemed to represent a like number of shares of Class A Common Stock.

Shares of Class B Common Stock are freely transferable among Permitted Transferees, but any other transfer of any share of Class B Common Stock will result in the automatic conversion of such share into Class A Common Stock.

(d) *Dividends and Liquidation Rights.* After dividends have been declared and set aside for payment or paid on any series of Preferred Stock having a preference over the Common Stock with respect to payment of such dividends, the holders of Common Stock shall be entitled to receive and to share equally in, when, as and if declared by the Board of Directors of the Company (the "Board of Directors"), dividends per share, out of the fund legally available therefore, in such amounts as the Board of Directors may from time to time fix and determine, in its sole and absolute discretion. Upon the liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, after there have been paid or set apart for the holders of any series of Preferred Stock having a preference over the Common Stock with respect to distributions upon liquidation the full amount which they are entitled, the holders of Common Stock are entitled to receive and to share equally in all assets of the Company available for distribution to stockholders.

(e) *Other Rights.* The holders of Common Stock are not entitled to any preemptive right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of bonds, debentures or other securities convertible

into or exchangeable for stock, and all such additional shares of stock of any class, or bonds, debentures or other securities convertible into or exchangeable for stock, may be issued and disposed of by the Company on such terms and for such consideration, so far as may be permitted by law, and to such persons as the Board of Directors in its sole and absolute discretion may deem advisable.

Section 3. Preferred Stock. Preferred Stock may be issued in one or more series. The Board of Directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, and rights and qualifications, limitations, or restrictions of all shares of such series. The authority of the Board of Directors with respect to each such series will include, without limiting the generality of the foregoing, the determination of any or all of the following:

- (a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
- (b) the voting powers, if any, and whether such voting powers are full or limited in such series;
- (c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
- (d) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;
- (e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Company;
- (f) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Company or any other corporation or other entity, and the price or prices or the rates of exchange applicable thereto;
- (g) the right, if any, to subscribe for or to purchase any securities of the Company or any other corporation or other entity;
- (h) the provisions, if any, of a sinking fund applicable to such series; and
- (i) any other relative, participating, optional, or other special powers, preferences, rights, qualifications, limitations, or restrictions thereof;

all as may be determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for the issuance of such Preferred Stock (collectively, a “Preferred Stock Designation”).

FIFTH: The Board of Directors may make, amend, and repeal the Bylaws of the Company (the “Bylaws”). Any Bylaw made by the Board of Directors under the powers conferred hereby may be amended or repealed by the Board of Directors (except as specified in any such Bylaw so made or amended) or by the stockholders in the manner provided in the Bylaws of the Company. Notwithstanding the foregoing and anything contained in this Certificate of Incorporation to the contrary, Bylaws 1, 3, 8, 10, 11, 12, 13, 33 and 39 may not be amended or repealed by the stockholders, and no provision

inconsistent therewith may be adopted by the stockholders, without the affirmative vote of the holders of at least 80% of the Voting Stock, voting together as a single class. For the purposes of this Certificate of Incorporation, "Voting Stock" means stock of the Company of any class or series entitled to vote generally in the election of Directors. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the Voting Stock, voting together as a single class, is required to amend or repeal, or to adopt any provisions inconsistent with, this Article Fifth.

SIXTH: Subject to the rights of the holders of any series of Preferred Stock, special meetings of the stockholders of the Company may be called only by (i) the Chairman of the Board of Directors of the Company (the "Chairman of the Board of Directors"), (ii) the President of the Company (the "President"), (iii) the Secretary of the Company (the "Secretary") within 10 calendar days after receipt of the written request of a majority of the total number of Directors that the Company would have if there were no vacancies (the "Whole Board of Directors"), and (iv) as provided in Bylaw 3.

At any annual meeting or special meeting of the stockholders of the Company, only such business will be conducted or considered as has been brought before such meeting in the manner provided in the Bylaws of the Company. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of at least 80% of the Voting Stock, voting together as a single class, will be required to amend or repeal, or adopt any provision inconsistent with, this Article Sixth.

SEVENTH: Section 1. Number, Election, and Terms of Directors. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under circumstances specified in a Preferred Stock Designation, the number of the Directors of the Company will not be less than three nor more than 15 and will be fixed from time to time in the manner described in the Bylaws of the Company. Election of Directors of the Company need not be by written ballot unless requested by the Chairman of the Board of Directors, the President, or the holders of a majority of the Voting Stock present in person or represented by proxy at a meeting of the stockholders at which Directors are to be elected.

Section 2. Nomination of Director Candidates. Advance notice of stockholder nominations for the election of Directors must be given in the manner provided in the Bylaws of the Company.

Section 3. Newly Created Directorships and Vacancies. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under circumstances specified in a Preferred Stock Designation, newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal, or other cause will be filled solely by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining Director. No decrease in the number of Directors constituting the Board of Directors may shorten the term of any incumbent Director.

Section 4. Removal. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect additional Directors under circumstances specified in a Preferred Stock Designation, any Director may be removed from office by the stockholders in the manner provided in this Section 4. At any annual meeting or special meeting of the stockholders, the notice of which states that the removal of a Director or Directors is among the purposes of the meeting, the affirmative vote of the holders of at least 80% of the Voting Stock, voting together as a single class, may remove such Director or Directors with or without cause.

Section 5. Amendment, Repeal, Etc. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of at least 80% of the Voting Stock, voting together as a single class, is required to amend or repeal, or adopt any provision inconsistent with, this Article Seventh.

EIGHTH: To the full extent permitted by the DGCL or any other applicable law currently or hereafter in effect, no Director of the Company will be personally liable to the Company or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a Director of the Company. Any repeal or modification of this Article Eighth will not adversely affect any right or protection of a Director of the Company exiting prior to such repeal or modification.

NINTH: Each person who is or was or had agreed to become a Director or officer of the Company, and each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Company as an employee or agent of the Company or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity, whether for profit or not for profit (including the heirs, executors, administrators or estate of such person), will be indemnified by the Company to the full extent permitted by the DGCL or any other applicable law as currently or hereafter in effect. The right of indemnification provided in this Article Ninth (a) will not be exclusive of any other rights to which any person seeking indemnification may otherwise be entitled, including without limitation pursuant to any contract approved by a majority of the Whole Board of Directors (whether or not the Directors approving such contract are or are to be parties to such contract or similar contracts), and (b) will be applicable to matters otherwise within its scope whether or not such matters arose or arise before or after the adoption of this Article Ninth. Without limiting the generality or the effect of the foregoing, the Company may adopt Bylaws, or enter into one or more agreements with any person, which provide for indemnification greater or different than that provided in this Article Ninth or the DGCL. Any amendment or repeal of or adoption of any provision inconsistent with, this Article Ninth will not adversely affect any right or protection existing hereunder, or arising out of facts occurring, prior to such amendment, repeal or adoption and no such amendment, repeal or adoption will affect the legality, validity or enforceability of any contract entered into or right granted prior to the effective date of such amendment, repeal or adoption.