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# The First State

I, JEFFREY W. BULLOCK, 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 "REVAL SDR, INC.",

FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D.

2012, AT 10:33 O'CLOCK A.M.

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

5099406 8100

120077750

Jeffrey W. Bullock, Secretary of State **AUTHENTYCATION:** 9315573

DATE: 01-24-12

You may verify this certificate online at corp.delaware.gov/authver.shtml

# CERTIFICATE OF INCORPORATION

OF

# REVAL SDR, INC.

The undersigned, a natural person (the "Sole Incorporator") for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

# ARTICLE I

The name of this corporation is Reval SDR, Inc. (the "Corporation").

# ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Zip Code 19808. The name of the Corporation's registered agent at such address is the Corporation Service Company.

# ARTICLE III

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware ("DGCL"), and to have and exercise all of the powers conferred by the laws of the State of Delaware upon corporations incorporated or organized under such law.

#### ARTICLE IV

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is one thousand (1,000) shares, all of which shall be Common Stock, par value \$0.01 per share (the "Common Stock").

# ARTICLE V

The name and the mailing address of the Sole Incorporator is as follows:

Name <u>Mailing Address</u>

Pamela Finan c/o Cooley LLP 500 Boylston St.
Boston, MA 02116

ARTICLE VI

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- A. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.
- B. The Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

# ARTICLE VII

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which DGCL permits the Corporation to provide indemnification). To the fullest extent permitted by applicable law, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty, or failure to exercise any applicable standard of care, as a director. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of this Article VII shall be prospective and shall not affect the rights under this Article VII in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

# ARTICLE VIII

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 stockholders herein are granted subject to this reservation.

\* \* \* \*

IN WITNESS WHEREOF, this Certificate of Incorporation has been subscribed this 24<sup>th</sup> day of January, 2012, by the undersigned who affirms that the statements made herein are true and correct.

/s/ Pamela Finan

Pamela Finan Sole Incorporator