



RESTATED CERTIFICATE OF INCORPORATION  
OF  
CSG SYSTEMS INTERNATIONAL, INC.

CSG Systems International, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The present name of the Corporation is CSG Systems International, Inc. The name under which the Corporation was originally incorporated is CSG Holdings, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 17, 1994.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and also further amends the provisions of the Certificate of Incorporation of the Corporation as heretofore amended or supplemented.

3. The Certificate of Incorporation of the Corporation as heretofore amended or supplemented hereby is restated and further amended so as to read in its entirety as follows:

ARTICLE I

The name of the corporation (which hereinafter is referred to as the "Corporation") is CSG Systems International, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New

Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

### ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

### ARTICLE IV

A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is one hundred ten million (110,000,000), consisting of one hundred million (100,000,000) shares of Common Stock having a par value of \$0.01 per share ("Common Stock") and ten million (10,000,000) shares of Preferred Stock having a par value of \$0.01 per share ("Preferred Stock"). The number of authorized shares of Common Stock and Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) if the increase or decrease is approved by the holders of a majority of the then outstanding shares of Common Stock, without the vote of the holders of shares of Preferred Stock or any series thereof, unless any such holders of shares of Preferred Stock are entitled to vote on such increase or decrease pursuant to the provisions fixed by the Board of Directors of the Corporation (the "Board of Directors") in the resolution or resolutions providing for the issuance of such shares of Preferred Stock; and if such holders of shares of Preferred Stock are so entitled to vote on such increase or decrease, then, except as otherwise may be set forth in this Certificate of Incorporation, the only stockholder approval required for such increase or decrease shall be that of a majority of the combined voting power of the Common Stock and Preferred Stock so entitled to vote.

B. The Board of Directors is expressly authorized by resolution or resolutions adopted by the Board of Directors to provide for the issuance, in one or more series, of all or any shares of Preferred Stock and, in the resolution or resolutions providing for such issuance, to fix for each such series:

- (1) the number of shares of such series, which thereafter (unless otherwise provided in the resolution or resolutions providing for such issuance) may be increased (but not above the total number of authorized shares of Preferred Stock) or decreased (but not below the number of shares of such series then outstanding) by

a subsequent resolution or resolutions adopted by the Board of Directors,

- (2) the voting powers, if any, of the shares of such series,
- (3) the designations, preferences and relative, participating, optional or other special rights, if any, of the shares of such series, and
- (4) the qualifications, limitations or restrictions, if any, of the shares of such series.

C. With respect to all matters upon which stockholders of the Corporation are entitled to vote or to which stockholders of the Corporation are entitled to give written consent, each outstanding share of Common Stock shall be entitled to one vote. Holders of Common Stock shall be entitled to receive ratably such dividends in cash, in property or in shares of the capital stock of the Corporation as the Board of Directors lawfully may declare from time to time. Upon the dissolution of the Corporation, holders of Common Stock shall be entitled to share ratably in the assets of the Corporation that remain available for distribution after satisfaction of creditors of the Corporation and the preferences, if any, of the then outstanding shares of Preferred Stock.

D. As used in this Article IV, the phrase "Board of Directors" shall include, to the extent permitted by the General Corporation Law of the State of Delaware, any duly authorized committee of the Board of Directors.

#### ARTICLE V

The directors of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, that the foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit. Any amendment or repeal of, or the adoption of any provision inconsistent with, this Article V and, to the fullest extent permitted by law, any modification of law shall operate prospectively only and shall not diminish or otherwise adversely affect any limitation on the personal liability of a director of the Corporation for any act or omission that occurred prior to the time of such amendment, repeal, adoption or modification. If the

General Corporation Law of the State of Delaware is amended, after the effective date of this Article V, to authorize a corporation to further eliminate or limit the liability of its directors, then a director of the Corporation, in addition to the circumstances in which he or she is not liable immediately prior to such amendment, shall be free of liability to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

#### ARTICLE VI

The Corporation reserves the right from time to time 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 of the Corporation in this Certificate of Incorporation are granted subject to such reservation. The Board of Directors shall have the power from time to time to adopt, amend or repeal any or all of the by-laws of the Corporation.

4. Written consent to the foregoing Restated Certificate of Incorporation of CSG Holdings, Inc. has been given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, and written notice has been given as provided in such Section 228.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates and integrates and also further amends the provisions of the Certificate of Incorporation of the Corporation, having been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, has been duly executed by the Chairman of the Board and Chief Executive Officer of the Corporation this \_\_\_\_ day of \_\_\_\_\_, 1996.

CSG SYSTEMS INTERNATIONAL, INC.,  
a Delaware corporation

By: \_\_\_\_\_  
Neal C. Hansen, Chairman of  
the Board and Chief Executive  
Officer