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ACCOUNT NO. : 072100000032

REFERENCE : 678270 8178A

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 70.00

ORDER DATE : April 27, 2000

ORDER TIME : 2:05 PM

ORDER NO. : 678270-005

CUSTOMER NO: 8178A

300003233999--7

CUSTOMER: Jack Goldstein, Esq  
Goldstein & Wallman  
233 Broadway  
Suite 970  
New York, NY 10279

FOREIGN FILINGS

*(4)*

NAME: MAHINDRA INFOTECH INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY -1 PM 5: 28

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED  
00 MAY -1 PM 4: 12  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*3/2  
5/11/00*

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Mahindra InfoTech Inc.  
(Name of corporation - must include suffix)

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DIVISION OF CORPORATIONS  
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Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jack Goldstein  
(Name of Person)  
Goldstein & Wallman  
(Firm/Company)  
233 Broadway  
(Address)  
New York, NY 10279  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Jack Goldstein at ( 212 ) 267-0700  
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
90 MAY - 1  
PM 5:28

- 1. Mahindra InfoTech Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware (State or country under the law of which it is incorporated)
3. 65-1000195 (FEI number, if applicable)
4. April 11, 2000 (Date of incorporation)
5. Perpetual (Duration. Year corp. will cease to exist or "perpetual")
6. None as yet (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o SzberAge 12717 W. Sunrise Blvd. #252 Sunrise, FL 33323 (Current mailing address)

8. Any lawful business including providing information technology (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Pamela Simpson (Registered agent's signature) Pamela Simpson, Authorized Rep.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

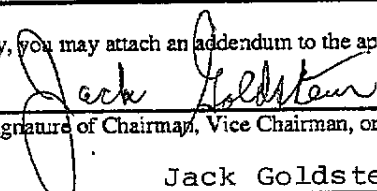
Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_

Jack Goldstein  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
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00 MAY -1 PM 5:28

**RIDER/DIRECTORS**  
**Mahindra InfoTech Inc.**

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DIVISION OF CORPORATIONS  
00 MAY - 1 PM 5:28

<b>Name</b>	<b>Address</b>
Anan Mahindra	Mahindra Towers, Worli, Mumbai 400 018, India
Bharat Doshi	Mahindra Towers, Worli, Mumbai 400 018, India
Ulhas Yargop	Muhindra Towers, Worli Mumbai 400 018, India
Jack Goldstein	233 Broadway New York, NY 10279
Zhooben Bhiwandiwala	Fulton House, Fulton Road Wembley, Middlesex HA9 0TF, UK

**RIDER OFFICERS**

<b>Name</b>	<b>Office</b>	<b>Address</b>
Ulhas Yargop	President	Muhindra Towers, Worli Mumbai 400 018, India
Jack Goldstein	Secy/Treasurer	233 Broadway New York, NY 10279

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAHINDRA INFOTECH INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2000.

FILED  
SECRETARY OF STATE  
DEPARTMENT OF CORPORATIONS  
MAY - 1 PM 5:28



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0407484

DATE: 04-28-00