

F07000004023

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

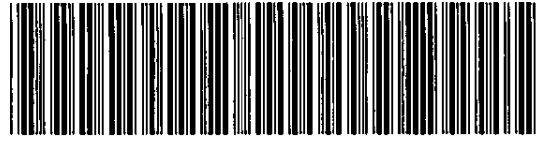
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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02/04/09--01015--004 \*\*35.00

*name  
change  
amend*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

09 FEB -4 AM 11:06

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 FEB -4 PM 1:40

FILED

*AJR  
2/4/09*



CT

a Wolters Kluwer business

CT  
1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctlegalsolutions.com

February 4, 2009

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 7478307 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

CFC India Services Private Limited (INDI)  
New Name: New Name: BA Continuum India Private Limited  
Evidence of Amendment  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair  
CL Operations Specialist  
Christina.McNeair@wolterskluwer.com

February 4, 2009

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301



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Sincerely,

Christina McNeair  
CL Operations Specialist  
Christina.McNeair@wolterskluwer.com

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

**FILED**  
2008 FEB - 4 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F07000004023  
(Document number of corporation (if known))

1. CFC India Services Private Limited Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. India (Incorporated under laws of)      3. August 6, 2007 (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 11, 2008

5. BA Continuum India Private Limited Co.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

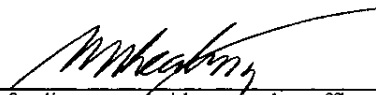
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

  
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael Keating  
(Typed or printed name of person signing)

President  
(Title of person signing)

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

BA Continuum India Private Limited

ATTESTED TRUE COPY

  
GAJANAND SAHU  
Company - Secretary

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय  
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U72900MH2004PTC144446

मैसर्स CFC INDIA SERVICES PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स  
CFC INDIA SERVICES PRIVATE LIMITED

जो मूल रूप में दिनांक दस फरवरी दो हजार चार को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स  
CFC INDIA SERVICES PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा  
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य  
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि. 507 (अ) दिनांक 24.6.1985 एस.आर.एन. A48222582 दिनांक 11/11/2008 के द्वारा  
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स  
BA Continuum India Private Limited

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा मुंबई में आज दिनांक ग्यारह नवम्बर दो हजार आठ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U72900MH2004PTC144446

In the matter of M/s CFC INDIA SERVICES PRIVATE LIMITED

I hereby certify that CFC INDIA SERVICES PRIVATE LIMITED which was originally incorporated on Tenth day of February Two Thousand Four under the Companies Act, 1956 (No. 1 of 1956) as CFC INDIA SERVICES PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A48222582 dated 11/11/2008 the name of the said company is this day changed to BA Continuum India Private Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Mumbai this Eleventh day of November Two Thousand Eight.



(SHRIRAM MOTIRAM SAINDANE)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई

Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

BA Continuum India Private Limited  
9 TH FL A WING PARADIGM MINDSPACE, MALAD (W),  
MUMBAI - 400064,  
Maharashtra, INDIA

ATTESTED TRUE COPY

  
GAJANAND SAHU  
Company - Secretary



प्रास्य. आई. आर.  
Form I.R.  
निगमन का प्रमाण-पत्र

**CERTIFICATE OF INCORPORATION**

ता. U 72900 MH 2004 PTC 144446 को. सं. \_\_\_\_\_  
No. \_\_\_\_\_ of Date \_\_\_\_\_

मैं एतद्वारा प्रमाणित करता हूँ कि आज \_\_\_\_\_

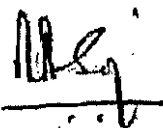
कम्पनी अधिनियम (1956 का. सं. 1) के अधीन निगमित की गई है और कम्पनी परिसीमित है।  
**CFC INDIA SERVICES PRIVATE LIMITED**

I hereby certify that \_\_\_\_\_

is this day Incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता. \_\_\_\_\_ को दिया गया।  
Given under my hand at MUMBAI this TENTH  
FEBRUARY FOUR  
day of \_\_\_\_\_ Two Thousand



  
( H.A. SOJ )  
कम्पनियों का रजिस्ट्रार  
ASSTT. Registrar of Companies  
Maharashtra, Mumbai

जे. एस. सी.- 1  
J. S. C.-1  
119/एम. एफ. एस. /सिविल/कल/ 92-20-000-3-4-93-GIPG/नासपुना  
119/MFS/Civil/Cal/92-20-000-3-4-93-GIPG.

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GAJANAND SAHU  
Company - Secretary

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**BA Continuum India Private Limited**

**I. NAME**

The name of the Company is BA Continuum India Private Limited.

**II. REGISTERED OFFICE**

The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of the Registrar of Companies, Mumbai.

**III. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:**

**A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**

1. To carry on business as a call center by undertaking call centers operations, manning calls, replying to customer queries, managing inbound and outbound calls and providing online support services for internet related business, processes and activities and carrying on any other service related activities.
2. To undertake the business of data processing activities, collating, accounting, managing, processing, analyzing, developing and storing information and data and providing information technology support service, financial control support service, administration support service, human resources support service and processing and support services to any business activity.
3. To design, develop, maintain, market, buy, import, export, sell, computer systems, program products and services to undertake all these activities of the company and to advise customers on matters regarding the purchase, design, development and implementation of computer systems, management information systems, data processing and data communications systems.

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:**

- ~~4. To enter into service agreements with customers for services to be provided by the data processing centre and call centre.~~
5. To give any guarantee for the payment of money or the performance of any obligation or undertaking in connection with the main objects of the Company.
6. To establish and maintain necessary branch, office in connection with the main objects of the Company, whether in India or abroad or both.
7. To undertake any research necessary or desirable for, or incidental to the business of the Company.

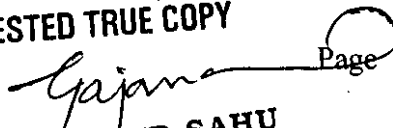
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*Gajanand*  
**GAJANAND SAHU**  
Company - Secretary



8. To undertake all kinds of contracts with Government departments, bodies corporate, individuals and firms for the supply of all commodities and services dealt by the Company and to obtain grants, concessions, privileges, contracts and other arrangements from the Central or Provincial Government Improvement trust, Local Bodies, Corporations, other Governments and Land Holders as being beneficial to the Company in connection with its business.
9. Subject to section 58A and section 212 of the Companies Act, 1956, to receive money in any form, borrow or raise money other than public deposits on such terms and conditions as the Company may consider expedient and secure and discharge any debt or obligation binding on the Company in such manner as may be thought fit, and in particular by mortgages of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of shares, bonds, convertible stock, debentures or debenture-stock, perpetual or otherwise, or other securities of any description.
10. To amalgamate, enter into partnership or into any arrangement for sharing profits or losses, union of interests, co-operation, joint venture or reciprocal concession, with any person or company; and to accept by way of consideration for any of the acts or things aforesaid property so acquired, any cash, shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
11. To acquire the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorized to carry on, or possessed of, or any property or rights suitable for the purposes of this Company.
12. To take part in the supervision and control of the business or operations of any company or undertaking and to appoint or remunerate any directors, trustees, accountants or other experts or agents for such business operations.
13. To establish any business which this Company is authorized to carry on by means of or through the agency of, any subsidiary company or companies, and to organize, promote and incorporate such subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for the financing of any such subsidiary company or guarantee its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
14. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Company.
15. To employ experts with or without payment, to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concern, undertaking, person or persons and generally of any assets, property or rights, or to further the interest of the Company.
16. To recruit and employ foreign nationals or otherwise acquire their services on contract/consultancy basis through collaboration with or under license from foreign companies for the attainment of the main objects of the Company.
17. To pay for any property, rights, interest, or benefits acquired by the Company or services rendered to the Company, whether in cash or in fully or partly paid up shares, with or without preferred rights in respect of dividend or repayment of capital, or otherwise by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
18. Subject to section 314 of the Companies Act, 1956, to remunerate any person or company for services rendered, or to be rendered in placing or assisting to place or guaranteeing the

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GAJANAND SAHU  
Company - Secretary

Page 2

placing of any of the shares of the Company's capital, or any debentures or other securities of the Company in or about the organization, formation or promotion of the Company or the acquisition of the property by the Company or the conduct of its business.

19. To lend money either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit. Provided that the Company shall not do any Banking Business within the meaning of the Banking Regulation Act, 1949.
20. To invest the funds of the Company from time to time in deposits, units, Government securities or in other securities including shares, bonds, debentures, obligations, bills of exchange, acceptance or any other capital market, money market, or other investments, assets, properties, securitised obligations, commercial paper notes, as may from time to time be determined by the directors and from time to time sell or vary such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
21. To obtain or acquire by application, purchase, license or otherwise and protect and renew in India and abroad, any patents, rights, trademarks, designs, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to use of any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.
22. To sell any patent rights or privileges belonging to the Company or which may be acquired by it, or any interest in the same, and to grant licenses for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the Company may be interested.
23. To open accounts with any banks or financial institutions and to draw, make, accept, endorse, negotiate, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities in respect of such accounts.
24. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and to indemnify any part or portion thereof.
25. To undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney or nominee of, or for, any person, company, corporation, association, scheme, trust fund, government, state or municipal or other body politic or corporate.
26. To undertake and execute any trust or discretion, the undertaking whereof may seem desirable and to distribute amongst the beneficiaries, pensioners or other persons entitled thereto, of any income, capital or annuity, whether periodically or otherwise, and whether in specie or kind, in furtherance of any trust, direction, discretion or other obligation or permission.

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27. To guarantee the payment of money secured or unsecured by or payable in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or any authority, central, state, municipal, local or otherwise or of any person whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
28. To make donations or give subscriptions to charities, or public or other useful objects and to establish and support or aid in the establishment and support of associations, institutions, provident funds, pensions funds, or other funds for the benefit of the staff and employees or ex-employees of the Company and of their spouses, widows, widowers, children and

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*Gajan*  
GAJANAND SAHU  
Company - Secretary

Page

3

dependents, and to contribute towards the premium payable on any insurance on the lives of any of such staff or employees and to grant pensions, gratuities, or other financial assistance ; either temporary or permanent, to any of such staff or employees or ex-employees or their spouses, widows, widowers, children or dependents, upon such terms and conditions as may be deemed expedient and to charge the amount of any such donations, subscriptions, contributions or payment to the working expenses of the Company.

29. Subject to provisions of section 205 of the Companies Act, 1956, to distribute amongst the members any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of winding up.
30. To place to reserve or to distribute as bonus shares amongst the members or otherwise to apply, as the Company may from time to time think fit, any monies received by way of premium on shares or debentures issued by the Company and any monies received in respect of forfeited shares and monies arising from the sale by the Company of forfeited shares or from any other reserves or from accumulated or current profits.
31. To issue such a quantity of its capital by way of sweat equity, whether with or without all or any of such conditions as the company may, having regard to its nature of business deem necessary and also to distribute to its employees or to place to reserve for the benefit of it's employees, such a quantity of its capital, whether part of any such scheme (popularly known as *Employees Stock Option Plan*, 'ESOP') or not that the company may from time to time think necessary in the larger interests of its business.
32. To create any reserve fund/account, sinking fund, insurance fund/account, depreciation fund, dividend equalization fund or any other special fund/account whether for depreciation, repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company, and to vary or transpose the same.
33. To apply for, promote and obtain any order, directive, instructions, regulations, ordinance or other authorization to enable the Company to put any of its objects to effect, or for effecting any modification or change in any of the Company's business or constitution; and to oppose any bills, proceedings or applications which may seem to prejudice the Company's business or interests.
34. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the company, of the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities, of the Company, or other pre-incorporation expenses.
35. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including any such preliminary expenses or any part of the costs and expenses of the owners of any business or property acquired by the Company.
36. To procure the Company to be recognized in India and abroad.
37. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or in which the Company and any member or members or his or her or their representatives is interested, or between the Company and third parties, to arbitration in India or in any place outside India, pursuant to Indian or any foreign system of law, and to observe and to do all acts, deeds, matters and things to carry out or enforce any award.
38. To do all of the above things, either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others for the purpose of the main objects of the Company.
39. To remunerate any person including any director, any firm or corporation rendering services to this Company, whether by cash payment or by giving him or them a commission on the profit of any particular transaction or a share in the general profit of the Company, or by

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*Gajan*  
GAJANAND SAHU  
Company - Secretary

allotment to him or them of shares or securities of the Company credited or paid up in full or part or otherwise.

40. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and granting prizes, rewards and donations.
41. To appoint attorneys and agents whether on commission or otherwise, constitute agencies and sub-agencies of the Company in India and abroad.
42. To undertake jobs, or divisible or indivisible works, contracts, in which the parts components, accessories, products and instruments are to be employed together with the deployment or employment of the requisite personnel, labour, expertise, technical know-how and accumulated experience and skills and to act as consultants in respect of the activities stated in paragraph (1) above to all persons, associations, entities, governments and private and public bodies.
43. To purchase, charter, hire or otherwise acquire any vehicle for business of the Company.
44. To act as contractors, suppliers, agents, importers and exporters for any government or autonomous body or any firm, company or organization in the private or public sector in furtherance of any objects of the Company.
45. To undertake and transact all kinds of agency business which an individual may legally undertake in accordance with the Company's objects.
46. To be interested in, promote or undertake the formation or establishment of such institutions, associations, chambers of commerce, or other bodies, business, industrial, trading or manufacturing, within the objects of the Company as may be considered to be conducive to the profit and interest of the Company.
47. To authorize the directors to appoint managers, managing directors and to entrust to them management of the Company as also of any other company that may hereafter be promoted or to be taken over for working by the Company.
48. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
49. To hold in the name of others, any property which the Company is authorized to acquire, subject to the provision of the Companies Act, 1956.
50. To appropriate, for use or layout, land belonging to the Company for street parks, pleasure grounds, allotment and other conveniences, and to present any such land so laid out, to the public or to any person or Company, conditionally or unconditionally as the Company thinks fit.
51. To dedicate, present or otherwise dispose off either voluntarily or for value, any property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority or any trustee for or —behalf of the same or of the public.
52. To indemnify officers, directors, agents and servants, of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them, for and in the interest of the Company, or any loss damage or misfortune, whatever, which shall happen in the execution of the duties of their office or in relation thereof.
53. To accumulate capital from the profits of the Company for any of the purposes of the Company and to use and appropriate the same or any of the Company's assets conditionally or unconditionally for specific purposes to accumulate funds and to admit any person or persons who have moral or legal claims to participate in the profits and assets of the Company.

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*Gajanand*  
**GAJANAND SAHU**  
Company - Secretary

54. To establish competition in respect of contributions or information suitable for insertion in any publications, or otherwise for any of the purposes of the Company, and to offer and grant prizes, rewards and premiums of such a character and on such terms as may seem expedient.
55. To acquire spare parts ,accessories, components, tools, jigs, and fixtures for the main business of the Company.
56. To accumulate funds and to advance invest or otherwise employ money, belonging to or entrusted to the Company upon such shares, securities or investment upon such terms as may be thought proper and from time to time to vary such investment in such manners as the Company may think fit.
57. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all its states, territories, possessions and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
58. To institute, prosecute, compromise or otherwise, in any proceedings before any court and/or tribunal, claims against any third parties.
59. To defend, compromise or otherwise, in any proceedings before any court and/or tribunal, relating to any claim against the Company by any third party.
60. To apply for, effect and maintain all licenses, registrations, approvals and permissions from any Department of the Government of India and any sub-division thereof, including any municipality.
61. To appoint, retain and remove, solicitors, advocates other professional advisors and debt collecting agents.

C. OTHER OBJECTS: Nil

#### IV. LIABILITY

The liability of the Members is limited.

#### V. SHARE CAPITAL

- a. The authorized share capital of the company is Rs. 227,500,000 divided into 22,750,000 equity shares of Rs. 10 each.
- b. The Minimum paid up capital of the company shall be Rs. 100,000.

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GAJANAND SAHU  
Company - Secretary

We the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name, address, description and occupation of subscriber	Number of equity shares taken by each subscriber	Signature of subscriber	Signature, name address, description and occupation of witness
<p>Michael Keating S/o M Keating 2050 Glastonbury Road Westlake Village California 91361 U.S.A Company Director</p> <p>Power of attorney holder for Countrywide Financial Corporation 4500 Park Granada Calabasas California 91302 U.S.A.</p>	<p>9,999 (Nine thousand nine hundred ninety-nine only)</p>	Sd/-	<p>Witness</p> <p>Jonathan Paul Coutts 95, Aldwych London England</p> <p>Notary Public</p>

Dated this 23rd day of January 2004  
Place: London, England

Name, address, description and occupation of subscriber	Number of equity shares taken by each subscriber	Signature of subscriber	Signature, name address, description and occupation of witness
<p>Thomas James Jones S/o T J Jones 9 Breary Lane East Bramhope, Leeds LS16 9BH United Kingdom Company Director</p> <p>Power of attorney holder for CWTechsolutions Limited Riverbridge House Anchor Boulevard Crossways Business Park Dartford DA 2 6DS United Kingdom</p>	<p>1 (One only)</p>	Sd/-	<p>Witness</p> <p>Jonathan Paul Coutts 95, Aldwych London England</p> <p>Notary Public</p>
Total	10,000 (Ten Thousand only)		

Dated this 20<sup>th</sup> day of January 2004  
Place: London, England

ATTESTED TRUE COPY

  
GAJANAND SAHU  
Company - Secretary

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**

OF

**BA Continuum India Private Limited**

**TABLE "A" TO APPLY SUBJECT TO CERTAIN EXCEPTIONS**

1. All the regulations of Table "A" in Schedule 1 of the Companies Act, 1956, shall apply to this Company in so far as they are applicable to a private company, which is not a subsidiary of a public company and save in so far as they are expressly or impliedly excluded or modified by the following Articles.
2. Regulations 6 and 66 of Table A shall not apply to the Company.

**PRIVATE COMPANY**

3. The Company is a private company within the meaning of Section 3(1) (iii) of the Act and accordingly:
  - (a) The right to transfer shares of the Company is restricted in the manner hereinafter appearing.
  - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were members of the Company while in such employment and have continued to be members after the employment ceased) shall be limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single member.
  - (c) Any invitation to the public to subscribe for any shares in or debentures of the Company is prohibited.
  - (d) Any invitation or acceptance of deposits from persons other than Members, Directors of the Company or their relatives is prohibited.

**SHARE CAPITAL**

4.
  - (a) The Authorized Share Capital of the Company shall be as mentioned under Clause 5 of the Memorandum of Association.
  - (b) The Minimum paid up capital of the company shall be Rs. 100,000.

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**GAJANAND SAHU**  
Company - Secretary

Page 8

5. The company shall have minimum 2 and maximum 12 Directors. The first Directors of the company shall be the following:
  - (a) Thomas James Jones
  - (b) Michael Keating
6. A Director shall not be required to hold any qualification shares.

XXXXXXXXXXXXXXXX

**ATTESTED TRUE COPY**

*Gajan*  
**GAJANAND SAHU**  
Company - Secretary



We the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Article of Association.

Name, address, description and occupation of subscriber	Signature of subscriber	Signature, name address, description and occupation of witness
<p>Michael Keating S/o M Keating 2050 Glastonbury Road Westlake Village California 91361 U.S.A Company Director</p> <p>Power of attorney holder for Countrywide Financial Corporation 4500 Park Granada Calabasas California 91302 U.S.A.</p>	Sd/-	<p>Witness</p> <p>Jonathan Paul Coutts 95, Aldwych London England</p> <p>Notary Public</p>

Dated this 23rd day of January 2004  
Place: London, England

Name, address, description and occupation of subscriber	Signature of subscriber	Signature, name address, description and occupation of witness
<p>Thomas James Jones S/o T J Jones 9 Breary Lane East Bramhope, Leeds LS16 9BH United Kingdom Company Director</p> <p>Power of attorney holder for CWTEchsolutions Limited Riverbridge House Anchor Boulevard Crossways Business Park Dartford DA 2 6DS United Kingdom</p>	Sd/-	<p>Witness</p> <p>Jonathan Paul Coutts 95, Aldwych London England</p> <p>Notary Public</p>
Total		

Dated this 20<sup>th</sup> day of January 2004  
Place: London, England

**ATTESTED TRUE COPY**

*Gajanand*  
**GAJANAND SAHU**  
Company - Secretary