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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

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-11/10/99-01062--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FEI #  
00789-00524-00547-00671

SUBJECT: IBM Global Services India Private Limited  
(Name of corporation - must include suffix)

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:

T. Deven Moore, Esq.  
(Name of Person)  
STONE, GRANADE & CROSBY, P.C.  
(Firm/Company)  
7823 Highway 59 South  
(Address)  
Foley, Alabama 36535  
(City, State and Zip Code)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 10 PM 3:17

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

Charolette at ( 334 ) 955 - 5155  
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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

Charolette GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Suffix  
DATE 11-12-99  
DOC. EXAM Mgt

**STONE, GRANADE & CROSBY, P. C.**

ATTORNEYS AT LAW

PLEASE REPLY TO:

7823 HIGHWAY 59 SOUTH  
FOLEY, ALABAMA 36535  
TELEPHONE: (334) 955-5155  
FACSIMILE: (334) 955-5055

FRED K. GRANADE\*  
SAMUEL N. CROSBY  
GEORGE R. IRVINE, III\*\*  
MARTHA DURANT HENNESSY  
L. BRIAN CHUNN  
T. DEVEN MOORE  
JAMES E. GENTRY  
JONATHAN B. HEAD  
SHAWN T. ALVES

BAY MINETTE OFFICE:  
POST OFFICE DRAWER 1509  
BAY MINETTE, ALABAMA 36507  
TELEPHONE: (334) 937-2417  
FACSIMILE: (334) 937-0483

DAPHNE OFFICE:  
7133 STONE DRIVE  
DAPHNE, ALABAMA 36526  
TELEPHONE: (334) 626-6696  
FACSIMILE: (334) 626-2617

OF COUNSEL  
NORBORNE C. STONE, JR.

November 7, 1999

\*ALSO ADMITTED IN FLORIDA  
\*\*ALSO ADMITTED IN LOUISIANA

Florida Secretary of State  
Qualification/Tax Lien Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Dear Sir/Madam:

Enclosed please find a completed and fully executed Application for Certificate of Authority and the supporting documentation requested therein.

Please be advised that the Indian officials stamp on the enclosed Certificate of Incorporation indicates not only that the corporation has been duly incorporated in India but also that it remains in good standing. Indian officials will not issue a separate Certificate of Good Standing.

Very truly yours,



T. DEVEN MOORE  
For the Firm

TDM:cbb  
Encls.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. IBM Global Services India Private Limited, 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. India (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. June 13, 1997 (Date of Incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Date of authorization to do business (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. Summit Bldg. A., Suite 204, 29000 Highway 98 Daphne, Alabama 36526 (Current mailing address)

8. information technology services (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System Office Address: 1200 South Pine Island Road Plantation, Florida, 33324 (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.

Barbara A. Burke (Registered agent's signature) BARBARA A. BURKE SPECIAL ASSISTANT SECRETARY

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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED LIST OF DIRECTORS

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

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

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

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

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

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

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

B. OFFICERS

President: Pawan Kumar

Address: Grnd. Flr., Golden Enclave, Airport Road

Bangalore India 560-017

Vice President: V. Vishwanathan

Address: Grnd. Flr., Golden Enclave, Airport Road

Bangalore India 560-017

Secretary: V. Vishwanathan


Address: Grnd. Flr., Golden Enclave, Airport Road

Bangalore India 560-017

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. V. Vishwanathan, Secretary/Vice President  
(Typed or printed name and capacity of person signing application)

IBM GLOBAL SERVICES INDIA PRIVATE LIMITED  
LIST OF DIRECTORS

Ranjit Limaye  
201 "Parijath"  
45 Race Course Road  
Bangalore 560 001  
India

Antonio J. Romero  
4 Rochalie Drive  
Singapore - 738370

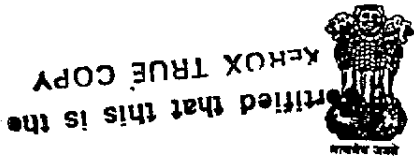
Alfred Amoroso  
Minami Aoyama II 301  
5-4-48 Minami Aoyama  
Minato-ku, Tokyo  
Japan

Satish Ganpath Khatu  
Apt # 20-01  
Singapore - 239192

Han Kiat Lee  
Blk 9, Jalan Rumah Tinggi  
#05-457  
Singapore - 150009



A. IDINABBA B. Sc, LL.B  
Advocate and Notary  
No. 2282/E, HAL 2nd Stage  
18th Main Road, Indiranagar,  
BANGALORE - 560 008  
phone : 5275367



प्रारूप० आई० आर०  
Form I.R.  
निगमन का प्रमाण-पत्र  
**CERTIFICATE OF INCORPORATION**

ता० ..... का से०.....  
No. 08/ 22382..... of 1997.....

मैं एतद्ध रा प्रमाणित करता हूँ कि आज .....  
.....  
.....  
कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that IBM GLOBAL SERVICES INDIA PRIVATE LIMITED  
.....  
.....  
is this day incorporated under the Companies Act, 1956 (No.1 of 1956) and that the company is limited.

मेरे हस्ताक्षर से आज ता० ..... को दिया गया ।

Given under my hand at Bangalore this THIRTEENTH  
day of JUNE..... one thousand nine hundred and  
ninety SEVEN.....

(B.K. BANSAL).  
कम्पनियों का रजिस्ट्रार  
कर्नाटक बेंगलूर  
Registrar of Companies,  
KARNATAKA, BANGALORE.



.....  
XEROX TRUE COPY

A. IDINABBA B. Sc, LL.B  
Advocate and Notary  
No. 2282/E, HAL 2nd Stage  
18th Main Road, Indiranagar,  
BANGALORE - 560 008

