

Division of Corporations

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

HCL Technologies America Inc.

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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. HCL Technologies America 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. California (State or country under the law of which it is incorporated) 3. 77-0205035 (FEI number, if applicable)

4. 11/07/1988 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 330 Potrero Avenue, Sunnyvale, CA 94085 (Principal office address)

same (Current mailing address)

8. The company is primarily engaged in providing a range of information technology services. (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: c/o C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324 (City) (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.

C T Corporation System Tina Perrin Special Assistant Secretary BY: [Signature] (Registered agent's signature)

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.

DEPT 29 APR 24

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

A. DIRECTORS

Chairman: MR. SHIV NADAR

Address: 330, POTRERO AVE., SUNNYVALE, CA 94085

Vice Chairman: _____

Address: _____

Director: MR. RAJ SIROHI

Address: 330, POTRERO AVE., SUNNYVALE, CA 94085

Director: _____

Address: _____

B. OFFICERS *SEE ATTACHMENT*

President: _____

Address: _____

Vice President: _____

Address: _____

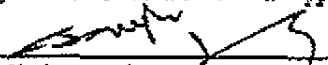
Secretary: MR. SANJEEV VARMA

Address: 330, POTRERO AVE., SUNNYVALE, CA 94085

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. Sanjeev Varma, CFO & Secretary
(Typed or printed name and capacity of person signing application)

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SAN JEEV VARMA

Attachment:

Officer & Directors

Sanjeev Varma
330 Potrero Avenue
Sunnyvale, CA 94085

CFO/Secretary

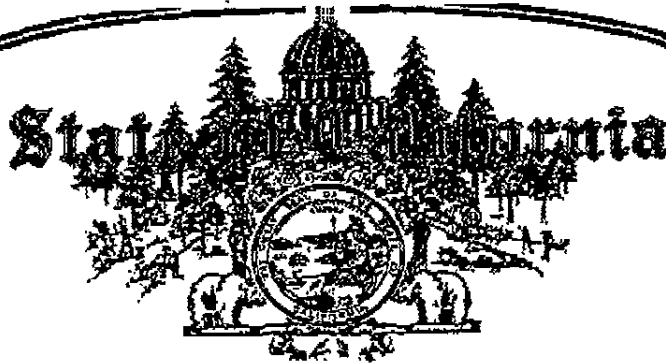
Raj Sirohi
330 Potrero Avenue
Sunnyvale, CA 94085

President/Director

Shiv Nadar
330 Potrero Avenue
Sunnyvale, CA 94085

Director

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**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 7TH day of NOVEMBER, 1988, HCL TECHNOLOGIES AMERICA INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 24, 2003.

Kevin Shelley
KEVIN SHELLEY
Secretary of State