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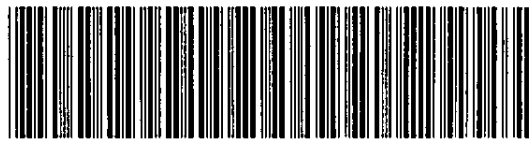
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FLORIDA FILING & SEARCH SERVICES, INC.

*** P.O. BOX 10662 TALLAHASSEE, FL 32302**

155 Office Plaza Drive, Suite A Tallahassee, FL 32301

PHONE: (850) 216-0457; FAX: (850) 216-0460

DATE: 08-30-07

NAME: AXA BUSINESS SERVICES PRIVATE LIMITED

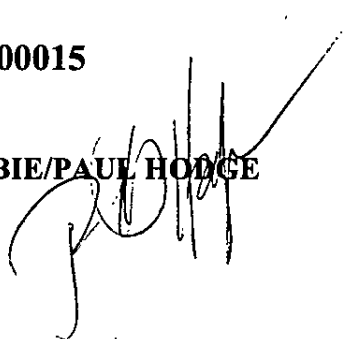
TYPE OF FILING: APPLICATION TO TRANSACT BUISNESS

COST: \$70

RETURN:

ACCOUNT: FCA0000000015

AUTHORIZATION: ABBIE/PAUL HODGE



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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

August 31, 2007

FLORIDA FILING & SEARCH SERVICES, INC.
ATTN: ABBIE PAUL HODGE

SUBJECT: AXA BUSINESS SERVICES PRIVATE LIMITED
Ref. Number: W07000043096

We have received your document for AXA BUSINESS SERVICES PRIVATE LIMITED and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 307A00052341

Please keep original file date

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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. AXA Business Services Private Limited Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Karnataka, India 3. N/A

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

4. September 12th, 1995 5. Perpetual

(Date of incorporation)

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 16/2, Residency Road, Bangalore 560 025 Karnataka, India

(Principal office address)

4800 Great America Parkway, Ste 310 Santa Clara CA 95054

(Current mailing address)

8. Remote data processing.

(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 NOT acceptable)

Name: Registered Agents Legal Services, LLC

Office Address: 155 Office Plaza Drive, Suite A

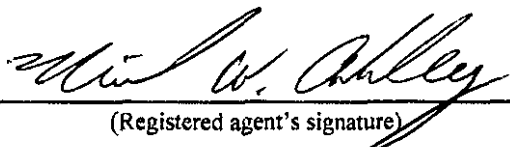
Tallahassee, Florida 32301

(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.

 MICHAEL W. ASHLEY
(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.

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

A. DIRECTORS

Chairman: Attached Annexure 2

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Attached Annexure 1

Address: _____

Vice President: _____

Address: _____

Secretary: _____

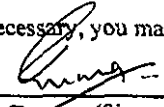
Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Uma Raghavendran - Company Secretary & Manager Compliance
(Typed or printed name and capacity of person signing application)

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AXA BUSINESS SERVICES PRIVATE LIMITED
16/2, Residency Road, Bangalore 560 025

Annexure II

List of Directors

S/No.	Name	Residence/Address	Business Address	Date of Appointment
1	Chirag S Buch CEO	A/10, Clarion Park Survey No. 138 (Part) Near Aundh Telephone Exchange, Aundh Pune 411007	16/2, Residency Road, Bangalore 560 025	23/11/2001
2	Shashwata Banerjee Jt. CEO	201, Excaliber 40, Charles Campbell Road, Cox Town Bangalore 560 005	16/2, Residency Road, Bangalore 560 025	5/5/2000
3	David Paul Clarke Director	The End House The Boundary Langton Green Tunbridge Wells Kent TN3 OYA	16/2, Residency Road, Bangalore 560 025	5/5/2000
4	Claude Brunet Director	50, avenue du Roule 92200 Neuilly sur Seine France	16/2, Residency Road, Bangalore 560 025	15/10/2003
5	Jane Lovell Perry Director	8 Tadstan Place Donvale VIC 3111 Australia	16/2, Residency Road, Bangalore 560 025	15/10/2003
6	Veronique Weill Director	7, rue de MEDICIS Paris France 75006	16/2, Residency Road, Bangalore 560 025	10/7/2006
7	Nicholas Jean Moreau Director	6, LYALL Street London United Kingdom SW1X8LJ	16/2, Residency Road, Bangalore 560 025	10/7/2006
8	Etienne Aubourg Alternate Director to Claude Brunet	41, Rue Henri Cloppet 78110 Le Vesinet France	16/2, Residency Road, Bangalore 560 025	15/10/2003
9	Oliver Sanders	19, Tenterden Grove Hendon London NW41SX	16/2, Residency Road, Bangalore 560 025	1/3/2007

AXA BUSINESS SERVICES PRIVATE LIMITED
16/2, Residency Road, Bangalore 560 025

Annexure I

List of Principal Officers

Sl. No.	Name	Residence Address	Business Address
1	Chirag S Buch Chief Executive officer/ President	A/10, Clarion Park Survey No. 138 (Part) Near Aundh Telephone Exchange, Aundh Pune 411007	16/2, Residency Road, Bangalore 560 025
2	Shashwata Banerjee Joint Chief Executive Officer/ Vice President	201, Excaliber 40, Charles Campbell Road, Cox Town, Bangalore 560 005	16/2, Residency Road, Bangalore 560 025
3	Uma Raghavendran Company Secretary and Manager-Co	1233, 11th Main West of Chord Road II Stage Mahalakshimpuram Bangalore 560 086	16/2, Residency Road, Bangalore 560 025
4	Anoop Jain Chief Financial Officer/ Treasurer	611, Ranka Court, 18 Cambridge Road, Ulsoor Bangalore - 560 008.	16/2, Residency Road, Bangalore 560 025

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C.C.NO 163 2007-08

Company No.	18761
Name of the Applicant	Uma Raghavendram,
Name of the Company	M/S: GUARDIAN Insurance SERVICES (P) LTD
Description of document	(Change of Name Certificate) Name changed to M/S: AXA Business SERVICES (P) LTD
Date of receipt of Application/ Challan No./ S.R.N No.	A17030719/27-6-2007
Date when fees and stamp paper produced	27-6-2007
Date when copy made ready	28-6-2007
Date when copy delivered	28-6-2007

Signature of the Officer:

Typed by:

Read by/Examined by:

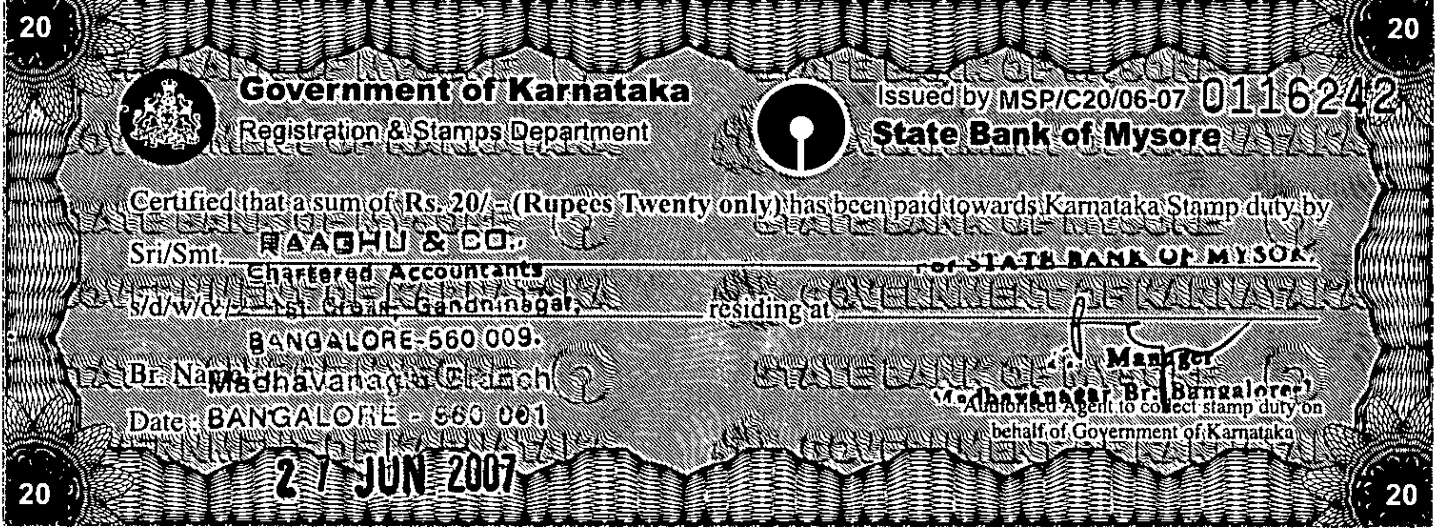
[Handwritten Signature]

Asst. REGISTRAR OF COMPANIES
KARNATAKA BANGALORE

[Handwritten Signature]

[Large Handwritten Signature]

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CO NO: 18761

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The Companies Act 1956

Certificate of Incorporation Consequent

on change of Name.

of

m/s: GUARDIAN INSURANCE SERVICES (P) LTD
Name changed to

m/s: AXA BUSINESS SERVICES (P) LTD



Contd---



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

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कम्पनियों के रजिस्ट्रार के कार्यालय में : [कम्पनी अधिनियम 1956 (1956 का 1) के अधीन]

In the Office of the Registrar of Companies, Karnataka, Bangalore. (Under the Companies Act, 1956 (1 of 1956))

के विषय में IN THE MATTER OF GUARDIAN INSURANCE SERVICES PRIVATE LIMITED.

मैं एतद्वारा प्रमाणित करता हूँ कि परिसीमित जिसका निगमन मूलतः 19 के दिन इस अधिनियम के अधीन और परिसीमित नाम द्वारा किया गया कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क) / 22 (1) (ख) के निबन्धनों के अनुसार आवश्यक संकल्प पारित कर चुकी है और इसकी बाबत केन्द्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I hereby certify that Guardian Insurance Services Private Limited, which was original incorporated on 12th day of Sept., 1955 under the Companies Act, and under the name Guardian Insurance Services Private Limited) having duly Passed the necessary resolution in terms of section 21/22 (1) (a) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

क्षेत्रीय निदेशक के तारीख 19 के पत्र सं. द्वारा प्राप्त जाने पर उक्त कम्पनी का नाम इस दिन परिसीमित में तब्दील कर दिया गया है और यह प्रमाण पत्र उक्त अधिनियम की धारा 23 (1) के अनुसार में जारी किया जाता है।

Registrar of Companies, Karnataka, Bangalore letter No. STA. II/SVK/18761/CN/21/2000 dated 07.03.2000 the name of the said company is this day changed to AXA BUSINESS SERVICES PRIVATE LIMITED and this certificate is issued pursuant to section 23 (1) of the said Act

मेरे हस्ताक्षर से यह तारीख को दिया गया।

Given under my hand at Bangalore this Twenty First day of March 11/2000 Two Thousand.

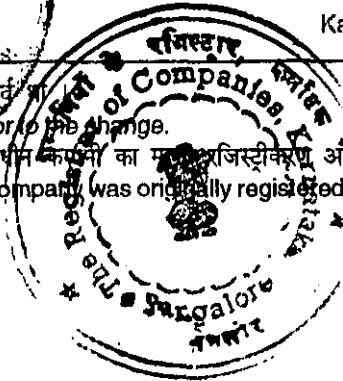
Received the Original



21.3.2000 (B.M. ANAND) कम्पनियों का रजिस्ट्रार Registrar of Companies Karnataka, Bangalore.



वह नाम लिखिए जो कि तब्दीली से पूर्व था। Here give the name of the Company as existing prior to the change. यह अधिनियम (अधिनियमों) का नाम लिखिए-जिनके अधीन कम्पनी का मूल रजिस्ट्रिकरण और निगमन किया गया था। Here give the name of the Act (s) under which the Company was originally registered and incorporated.



ASST. REGISTRAR OF COMPANIES KARNATAKA, BANGALORE.