

F95000005394

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

800001598918
-10/02/95--01044--009
****70.00 ****70.00

105-11754

SUBJECT: TATA CONSULTANCY SERVICES
(Name of corporation)

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:

MRS. HONOREY MOODY 200001631332
(Name of Person) -11/07/95--01093--024
***6896.25 ***6896.25
TATA CONSULTANCY SERVICES
(Firm/Company)
101 PARK AVENUE
(Address)
NEW YORK NY 10173
(City, State and Zip Code)

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

MR. MOODY at (212) 557-8000
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 3, 1995

AUDREY MODY
TATA SONS LIMITED
101 PARK AVE
NEW YORK, NY 10178

SUBJECT: TATA SONS LIMITED
Ref. Number: W95000019754

We have received your document for TATA SONS LIMITED and your check(s) totaling \$70.00. 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.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that TATA SONS LIMITED has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1988, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is ~~\$7931.25~~ \$6896.25.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 695A00045042

SPOKE WITH THE ABOVE
OCTOBER 26, 95.

AEM

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. TATA INDIA 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 3. INDIA
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11 - 8 - 1911 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. OFFICE OPENED MARCH 1989.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 101 WEST 111 STREET
NEW YORK CITY 10011
(Current mailing address)

8. TO DO BUSINESS AND SERVICE OF FOREIGN CORPORATIONS
(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: HAROLD WADSWORTH
TATA CORPORATION

Office Address: 1903 S. COLLEGE AVENUE
BOYNTON BEACH, Florida, 33426
(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.

Harold Wadsworth
(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.

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

A. DIRECTORS

Chairman: PHILIP A. GARY, JR. CHAIRMAN, KPSI

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. PHILIP A. GARY, JR.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____
(Typed or printed name and capacity of person signing application)

TATA SONS LIMITED

BOMBAY HOUSE, 24 HOMI MODY STREET, BOMBAY 400001

H.D. VAKIL
COMPANY SECRETARY

(Extract from the Companies Act, 1956)

The law governing incorporation and management
of the affairs of the companies in India.

Authentication of Documents and Proceedings

S.54. Authentication of documents and proceedings:-

Save as otherwise expressly provided in this Act,
a document or proceeding requiring authentication by a company
may be signed by a Director, the Manager, the Secretary or
other authorised officer of the Company, and need not be
under its common seal.

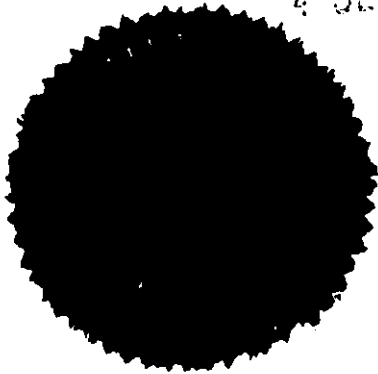
Certified to be a True Copy
Dated this 4th day of Sept 1975

S. R. Vakil
S. R. VAKIL
BOMBAY HOUSE, BOMBAY.
NOTARY MAHARASHTRA STATE
4 SEP 1975

CERTIFIED TRUE COPY

TATA SONS LIMITED

H. D. Vakil
H. D. Vakil
Company Secretary



TATA SONS LIMITED

BOMBAY HOUSE, 24 HOMI MODY STREET, BOMBAY 400001

H.D. VAKIL
COMPANY SECRETARY

The names of the Company's current Directors and Officers

DIRECTORS

1. Mr R N Tata - Chairman
2. Mr N A Palkhivala
3. Mr D S Seth
4. Mr J J Bhabha
5. Dr F A Mehta
6. Mr P S Mistry
7. Mr S A Sabavala
8. Mr A H Tobaccowala
9. Mr H N Sethna
10. Mr S R Vakil
11. Mr A B Kerkar
12. Mr F K Kavarana
13. Mr F C Kohli
14. Mr N A Soonawala - Whole-time Director
15. Mr J E Talaulicar
16. Mr B G Deshmukh
17. Mr J K Setna
18. Mr S Gupta

OFFICER

1. Mr H D Vakil - Company Secretary

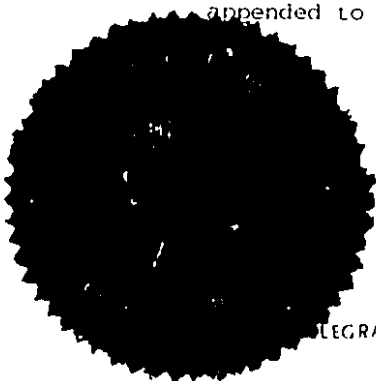
Usual business address of) Bombay House,
the Company's current Directors) 24, Homi Mody Street,
and Officers.) Bombay 400 001, India.

CERTIFICATE OF EXISTENCE

This is to certify that TATA SONS LIMITED was incorporated under the Indian Companies Act, VII of 1913, under Company No. 478, on 8th November, 1917, by the Registering Authority under the said Act, viz. The Registrar of Companies, and that TATA SONS LIMITED is an existing Company.

The Certificate of Incorporation, bearing No. 478 dated 8th November, 1917, duly authenticated pursuant to Section 54 of the Companies Act, 1956 is appended to this Certificate.

Certified to be a True Copy
Dated this 1st day of September 1975


S. R. VAKIL
BOMBAY HOUSE, DOME
NOTARY MAHARASHTRA STATE
400 001

H D Vakil
Company Secretary
(Authenticated pursuant
to Section 54 of the
Companies Act, 1956)

TELEGRAMS 'TATASONS'

TELEX 011 82618 011 82731
FAX (91) (22) 2048187

TELEPHONE 2049131

SECOND CERTIFICATE OF INCORPORATION

Company No. 478

I hereby certify that TATA SONS-PRIVATE LIMITED.

Deleted
u/s. 43A(1)

was on EIGHT

NOVEMBER

One thousand nine hundred and

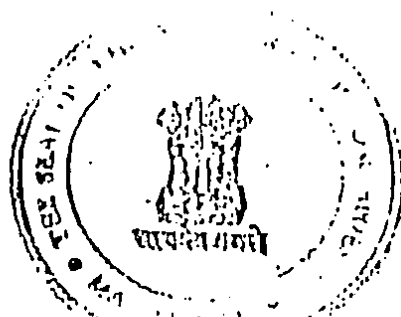
SEVENTEEN

incorporated under the
VII of 1913

Companies Act, 1913 and that the
Company is Limited.

Given under my hand at BOMBAY this TWELFTH

day of FEBRUARY One thousand nine hundred and
Eighty-Eight.



R. V. Lani
(R. V. LANI)

ASST. REGISTRAR OF COMPANIES,
MAHARASHTRA, BOMBAY.

pnk/3.9.85

CERTIFIED TRUE COPY
TATA SONS LIMITED.

Certified to be a True Copy
Dated this 4th day of April

H. D. Vakil

H. D. VAKIL,
Company Secretary.

S. R. Vakil
S. R. VAKIL

BOMBAY HOUSE, BOMBAY.
NOTARY MAHARASHTRA STATE

14 SEP 1995

