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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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CORPORATION(S) NAME

ClientLogic Corporation

(✓) Profit
( ) NonProfit
( ) Limited Liability Company
(✓) Foreign
( ) Amendment
( ) Dissolution/Withdrawal
( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Limited Liability Partnership
( ) Certified Copy
( ) Annual Report
( ) Reservation
( ) Photo Copies
( ) Other
( ) Change of R.A.
( ) Fictitious Name
( ) CUS

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(x) Walk In
( ) Mail Out
( ) Call if Problem
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( ) After 4:30
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JOEY

AL JUN 17 1999

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. ClientLogic Corporation
(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. Delaware
(State or country under the law of which it is incorporated)

3. 75-16136481
(FEI number, if applicable)

4. April 16, 1990
(Date of incorporation)

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

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. ClientLogic Corporation, 699 Hertel Ave., Buffalo, NY 14207-2398
(Current mailing address)

8. Outsourcing service provider to primarily software industry
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation Systems

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.

By: ______________________
(Registered agent's signature)

MICHAEL E. JONES
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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gene Morphis, Sr. Vice President
(Typed or printed name and capacity of person signing application)

RIDER

Florida
<u>Application For Certificate Of Authority</u>
<u>ClientLogic Corporation</u>

LIST OF DIRECTORS AND OFFICERS

<u>Directors:</u>

Mark Briggs
Gary Crosby
Seth M. Mersky
Thomas O. Harbison
Thomas P. Dea

<u>Officers:</u>

Thomas O. Harbison	Chief Executive Officer
Mark Briggs	President and Chief Operating Officer
Gary Crosby	Executive Vice President., Chief Financial Officer, Treasurer, and Assistant Secretary
Lee Waters	Executive Vice President
Gregg Young	Executive Vice President
Joanne Biltekoff	Sr. Vice President – Administrative Services
Sandra Bush	Sr. Vice President – Operations
Melissa Bailey	Sr. Vice President – Client Services
Gene Morphis	Sr. Vice President
Stephen Wright	President Logistics Division
Joseph Duryea	Sr. Vice President – Sales
Timothy Sherry	Vice President – Logistics
Thomas P. Dea	Secretary

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THE ADDRESS FOR ALL DIRECTORS AND OFFICERS IS:
ClientLogic Corporation
699 Hertel Ave.
Buffalo, NY 14207-2398

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLIENTLOGIC CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9782856

DATE: 06-03-99