

CLIENTLOGIC

F99000003120

January 23, 2001

Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

100003573811--0
-01/25/01--01006--009
*****35.00 *****35.00

Re: Amendment to a foreign corporation's authorization to transact business in Florida

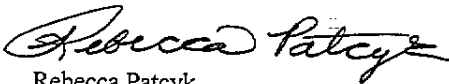
Dear Sir/Madam:

Enclosed is an "Application By Foreign Corporation To File Amendment to Application for Authorization to Transact Business in Florida" as well as a check in the amount of thirty-five dollars (\$35.00). Please send the proof of filing to:

ClientLogic Operating Corporation
Attn: Rebecca Patcyk/Legal Affairs
75 Earhart Drive
Williamsville, NY 14212

If you have any questions, please contact me at (716) 871-2955.

Sincerely,
CLIENTLOGIC OPERATING CORPORATION



Rebecca Patcyk
Paralegal/Legal Affairs

Enc.

FILED
01 FEB -2 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

T 1 800 688 4450 716 871 6400 F 716 871 6404

website www.clientlogic.com

699 Hertel Avenue, Buffalo, New York 14207

T BROWN FEB - 5 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 29, 2001

CLIENTLOGIC OPERATING CORPORATION
aTTN: REBECCA PATCYK/LEGAL AFFAIRS
75 EARHART DRIVE
WILLIAMSVILLE, NY 14212

SUBJECT: CLIENTLOGIC CORPORATION
Ref. Number: F99000003120

We have received your document for CLIENTLOGIC CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return 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) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 601A00005123

RECEIVED
01 FEB -2 AM 8:58
DIVISION OF CORPORATIONS



February 1, 2001

Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: Amendment to a foreign corporation's authorization to transact business in Florida

Dear Sir/Madam:

Enclosed is an "Application By Foreign Corporation To File Amendment to Application for Authorization to Transact Business in Florida." I have already submitted a check in the amount of thirty-five dollars (\$35.00). Also enclosed is a copy of the letter that was sent to me as well as a Certificate from the corporation's state of incorporation evidencing the name change. Please send the proof of filing to:

ClientLogic Operating Corporation
Attn: Rebecca Patcyk/Legal Affairs
75 Earhart Drive
Williamsville, NY 14212

If you have any questions, please contact me at (716) 871-2955.

Sincerely,
CLIENTLOGIC OPERATING CORPORATION

Rebecca Patcyk
Paralegal/Legal Affairs

Enc.

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
01 FEB -2 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

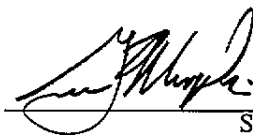
1. ClientLogic Corporation
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 6/17/99
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 3-1-2000
5. ClientLogic Operating Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

_____ New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

_____ New Jurisdiction



Signature

01/18/01

Date

Gene S Morphis

Typed or printed name

Chief Financial Officer

Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CLIENTLOGIC CORPORATION", CHANGING ITS NAME FROM "CLIENTLOGIC CORPORATION" TO "CLIENTLOGIC OPERATING CORPORATION", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2000, AT 1 O'CLOCK P.M.



2227882 8100

010050440

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0946357

DATE: 01-31-01

MAR 01 2000 13:05 FR STRADLEY RONON

302 576 5858 TO 752#1439000001#1 5-02-00
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 03/01/2000
001103669 - 2227882

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CLIENTLOGIC CORPORATION**

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

The undersigned, being the Senior Vice President, Chief Financial Officer and Secretary of ClientLogic Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The name of the Corporation is ClientLogic Corporation.

SECOND: The FIRST Article of the Corporation's Amended and Restated Certificate of Incorporation, filed October 22, 1996 and amended on May 25, 1999, is hereby amended in its entirety to read as follows:

"FIRST: The name of the Corporation is ClientLogic Operating Corporation."

THIRD: This amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[The remainder of this page intentionally left blank.]

MAR 01 2000 13:05 FR STRADLEY RONON

302 576 5858 TO 752#1439800081#1 P.03/03

IN WITNESS WHEREOF, I, the undersigned, have executed this Certificate of Amendment as of the 1st day of March, 2000 and do certify that this is my act and deed and that the facts stated herein are true.

By



Gene S. Morphis
Chief Financial Officer and
Secretary