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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-11/10/99-01062--001
*****70.00 *****70.00

FEI #
00789-00524-00547-00671

SUBJECT: IBM Global Services India Private Limited
(Name of corporation - must include suffix)

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:

T. Deven Moore, Esq.

(Name of Person)

STONE, GRANADE & CROSBY, P.C.

(Firm/Company)

7823 Highway 59 South

(Address)

Foley, Alabama 36535

(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Charolette

(Name of Person)

at (334) 955 - 5155

Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

Charolette GAVE
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

AUTHORIZATION BY PHONE TO
CORRECT Suffix
DATE 11-12-99
DOC. EXAM Mgt

STONE, GRANADE & CROSBY, P. C.

ATTORNEYS AT LAW

PLEASE REPLY TO:

7823 HIGHWAY 59 SOUTH

FOLEY, ALABAMA 36535

TELEPHONE: (334) 955-5155

FACSIMILE: (334) 955-5055

FRED K. GRANADE*
SAMUEL N. CROSBY
GEORGE R. IRVINE, III**
MARTHA DURANT HENNESSY
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JAMES E. GENTRY
JONATHAN B. HEAD
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OF COUNSEL
NORBORNE C. STONE, JR.

*ALSO ADMITTED IN FLORIDA
**ALSO ADMITTED IN LOUISIANA

BAY MINETTE OFFICE:
POST OFFICE DRAWER 1509
BAY MINETTE, ALABAMA 36507
TELEPHONE: (334) 937-2417
FACSIMILE: (334) 937-0483

DAPHNE OFFICE:
7133 STONE DRIVE
DAPHNE, ALABAMA 36526
TELEPHONE: (334) 626-6696
FACSIMILE: (334) 626-2617

November 7, 1999

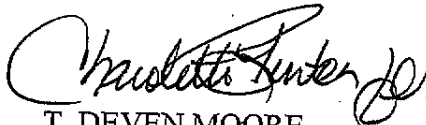
Florida Secretary of State
Qualification/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Sir/Madam:

Enclosed please find a completed and fully executed Application for Certificate of Authority and the supporting documentation requested therein.

Please be advised that the Indian officials stamp on the enclosed Certificate of Incorporation indicates not only that the corporation has been duly incorporated in India but also that it remains in good standing. Indian officials will not issue a separate Certificate of Good Standing.

Very truly yours,



T. DEVEN MOORE
For the Firm

TDM:cbb
Encls.

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. IBM Global Services India Private 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
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. June 13, 1997
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Summit Bldg. A., Suite 204, 29000 Highway 98
Daphne, Alabama 36526
(Current mailing address)
8. information technology services
(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: C T Corporation System

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.

Barbara A. Burke

(Registered agent's signature)

BARBARA A. BURKE
SPECIAL 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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

A. DIRECTORS

Chairman: SEE ATTACHED LIST OF DIRECTORS

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Pawan Kumar

Address: Grnd. Flr., Golden Enclave, Airport Road

Bangalore India 560-017

Vice President: V. Vishwanathan

Address: Grnd. Flr., Golden Enclave, Airport Road

Bangalore India 560-017

Secretary: V. Viswanathan

Address: Grnd. Flr., Golden Enclave, Airport Road

Bangalore India 560-017

Treasurer: _____

Address: _____

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

13. V. S. K. M.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. V. Vishwanathan, Secretary/Vice President
(Typed or printed name and capacity of person signing application)

IBM GLOBAL SERVICES INDIA PRIVATE LIMITED
LIST OF DIRECTORS

Ranjit Limaye
201 "Parijath"
45 Race Course Road
Bangalore 560 001
India

Antonio J. Romero
4 Rochalie Drive
Singapore - 738370

Alfred Amoroso
Minami Aoyama II 301
5-4-48 Minami Aoyama
Minato-ku, Tokyo
Japan

Satish Ganpath Khatu
Apt # 20-01
Singapore - 239192

Han Kiat Lee
Blk 9, Jalan Rumah Tinggi
#05-457
Singapore - 150009



phone : 5275367
BANGALORE - 560 008
18th Main Road, Indiranagar
No. 2282/E, HAL 2nd Stage
Advocate and Notary
A. IDINABBA B. Sc, LL.B.

Notified that this is the
XEROX TRUE COPY



प्रारूप ० आई ० आर ०

Form I.R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता० का से०

No. 08/ 22382..... of 1997.....

मैं एतद्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी
परिसीमित है।

I hereby certify that IBM GLOBAL SERVICES INDIA
PRIVATE LIMITED.

is this day incorporated under the Companies Act, 1956 (No.1 of 1956)
and that the company is limited.

मेरे हस्ताक्षर से आज ता० को दिया गया ।

Given under my hand at Bangalore this THIRTEENTH
day of JUNE one thousand nine hundred and
ninety SEVEN.....

(B.K. BANSAL).
कम्पनियों का रजिस्ट्रार

कर्नाटक बेंगलूर
Registrar of Companies,
KARNATAKA, BANGALORE.

Notified that this is the
XEROX TRUE COPY

A. IDINABBA B. Sc, LL.B.
Advocate and Notary

No. 2282/E, HAL 2nd Stage
18th Main Road, Indiranagar
BANGALORE - 560 008

