



M98000000715

ACCOUNT NO. : 072100000032
REFERENCE : 872521 4804827
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ ~~20.00~~

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 JUN 30 PM 3:11

FILED

ORDER DATE : June 26, 1998
ORDER TIME : 1:34 PM
ORDER NO. : 872521-040
CUSTOMER NO: 4804827

\$285.00

CUSTOMER: Elizabeth Harre, Legal Asst
Squadron Ellenoff Plesent &
551 Fifth Avenue

New York, NY 10176

000002576410--1

FOREIGN FILINGS

NAME: CAP GEMINI AMERICA LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

(7)

DIVISION OF CORPORATION

08 JUN 30 PM 1:52

RECEIVED

09870036028

Handwritten initials and date: 7/1/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

93 JUN -6 AM 8:40
DIVISION OF CORPORATION

June 30, 1998

CHRISTOPHER SMITH
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: CAP GEMINI AMERICA LLC
Ref. Number: W98000015012

RESUBMIT

Please give original
submission date as file date.

We have received your document for CAP GEMINI AMERICA LLC and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The TOTAL required to file this company is \$285.00. Please write or call to authorize us to change the COST LIMIT amount.

ALSO, please note that there MUST BE A MONEY AMOUNT in each of the three items on the AFFIDAVIT. Even if an amount is ZERO, that still must be entered.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 598A00035573

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

FILED
 JUN 30 11 31 AM '98
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

1. CAP GEMINI AMERICA LLC
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
 (Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4008544
 (FEI number, if applicable)
4. June 3, 1998
 (Date of Organization)
5. perpetual
 (Duration: Year limited liability company will cease to exist or "perpetual")
6. Anticipate commencing business on or about 7/1 /98
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1114 Avenue of the Americas
New York, NY 10036
 (Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

SEE ATTACHED EXHIBIT A

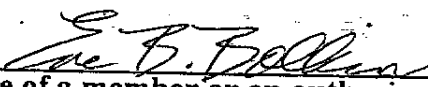
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of CAP GEMINI AMERICA LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is Not to exceed \$ 200,000,000.00
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

EVE B. BOLKIN, ASST SECRETARY

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the Limited Liability Company is:

CAP GEMINI AMERICA LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Kicki Schriebe

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

EXHIBIT A

Managers

Serge Kampf

Michel Jalabert

Eric Geoffrey Unwin

D. Michael Meyer

Pierre Hessler

Residence Address

La Panicaut, Chem des Arriots
38330 Biviers, France

30 Boulevard du Chateau
92 Neuilly, France

17 Park Village West
London N.W. 1 NW14AE
U.K.

173 Quarter Horse Lane
Fairfield, Connecticut 06430

21 Rue Monsieur
Paris, France 75017

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAP GEMINI AMERICA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

2903946 8300
981250352



9166477
06-26-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: