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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN OCT 28 2002

TRANSMITTAL LETTER

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Zensar Technologies, Inc.
(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:

Kamal Escalona
(Name of Person)
Zensar Technologies, Inc.
(Firm/Company)
769 Bowman Court,
(Address)
Weston, FL 33326
(City/State and Zip code)

For further information concerning this matter, please call:

Shailesh Iyengar at (312) 553-0600 x 3013
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

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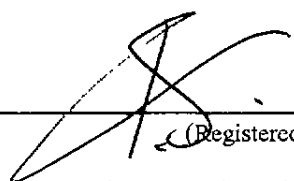
1. Zensar Technologies, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. California 3. 77-0283746
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 2, 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 6, 2002
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. One North LaSalle, Suite 3650, Chicago, IL 60602
(Principal office address)
One North LaSalle, Suite 3650, Chicago, IL 60602
(Current mailing address)
8. To provide software consulting and development services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Kamal Escalona

Office Address: 769 Bowman Court
Weston, Florida 33326
(City) (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.



(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Harsh V. Goenka

Address: 14/15, II Palazzo, B. G. Kher Marg, Mumbai 400006

Vice Chairman: Ganesh Natarajan

Address: Villa 10, Talera Park Co-op. Hsg. Society, Kalyaninagar, Pune 411 014, India

Director: Richard A. Chamberlain

Address: 3, Queens Crescent, Richmond, Surrey, England TW 10 6HG

Director: Ajit T. Vaswani

Address: 502, Solitaire, Hiranandani Gardens, Powai, Mumbai 400 076, India

B. OFFICERS

President: Vivek Gupta

Address: 1034 Stockton Court
Aurora, IL 60504

Vice President: Nitin Parab

Address: 763, Springfield Dr.
Campbell, CA 95008

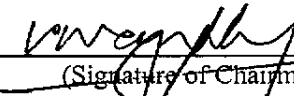
Secretary: Vivek Gupta

Address: 1034 Stockton Court, Aurora, IL 60504

Treasurer: Shailesh Iyengar

Address: 43 Orchard Terrace, Apt 7, Lombard, IL 60148

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. Vivek Gupta, CEO & Secretary
(Typed or printed name and capacity of person signing application)

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**NAMES AND RESIDENTIAL ADDRESSES OF ADDITIONAL DIRECTORS OF
ZENSAR TECHNOLOGIES INC. AS ON MARCH 31, 2002**

2002				
5	Mr. P. K. Mohapatra	No.15, ABM Avenue, Chennai 600 028, India	25.01.2001	
6	Mr. P. Y. Karnik	Flat No.902, Glen Eagle, G D Ambedkar Marg, Parel Village, Mumbai 400 012, India	07.10.1997	

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TALLAHASSEE, FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **2nd day of July, 1991, ZENSAR TECHNOLOGIES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 18, 2002.



Bill Jones
BILL JONES
Secretary of State

tb