


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 29 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # 825758 (6)</b>					
1. Corporation Name <b>WNS, INC.</b>					
Principal Place of Business <b>16825 NORTHCHASE DR #800 P.O. BOX 4586 HOUSTON TX 77060</b>			Mailing Address <b>16825 NORTHCHASE DR #800 P.O. BOX 4586 HOUSTON TX 77060-8089</b>		
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>02/15/1971</b>	
21 Suite Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number <b>74-1646406</b>	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
23 Zip Country		28 Zip Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
24		29		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City <b>FL</b> 85 Zip Code	
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____					
12. OFFICERS AND DIRECTORS					
TITLE	C <input type="checkbox"/> DELETE				
NAME	<b>CHAMBERLAIN, JOHN S.</b>				
STREET ADDRESS	<b>182 FAIRWAY DRIVE</b>				
CITY- ST- ZIP	<b>PRINCETON NJ</b>				
TITLE	CEO <input type="checkbox"/> DELETE				
NAME	<b>SMITZ, WILLIAM D</b>				
STREET ADDRESS	<b>266 PROVINCE LINE ROAD</b>				
CITY- ST- ZIP	<b>SKILLMAN NJ</b>				
TITLE	VCEO <input type="checkbox"/> DELETE				
NAME	<b>ARTHURS, D. ROSS</b>				
STREET ADDRESS	<b>191 MARSHALL CORNER</b>				
CITY- ST- ZIP	<b>PENNINGTON NJ</b>				
TITLE	VSTF <input type="checkbox"/> DELETE				
NAME	<b>YARTZ, TD</b>				
STREET ADDRESS	<b>3502 LA COSTA</b>				
CITY- ST- ZIP	<b>MISSOURI CITY TX</b>				
TITLE	D <input checked="" type="checkbox"/> DELETE				
NAME	<b>DE REOTTH, PETER</b>				
STREET ADDRESS	<b>TWO NEWBURY STREET</b>				
CITY- ST- ZIP	<b>BOSTON MA</b>				
TITLE	<input type="checkbox"/> DELETE				
NAME					
STREET ADDRESS					
CITY- ST- ZIP					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
1.2 NAME					
1.3 STREET ADDRESS					
1.4 CITY- ST- ZIP					
2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
2.2 NAME					
2.3 STREET ADDRESS					
2.4 CITY- ST- ZIP					
3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
3.2 NAME					
3.3 STREET ADDRESS					
3.4 CITY- ST- ZIP					
4.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition					
4.2 NAME					
4.3 STREET ADDRESS <b>851 W. FRIER TUCK LANE</b>					
4.4 CITY- ST- ZIP <b>HOUSTON, TX 77024</b>					
5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY- ST- ZIP					
6.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition					
6.2 NAME <b>Prescott, David, Director</b>					
6.3 STREET ADDRESS <b>14 Nassau Street</b>					
6.4 CITY- ST- ZIP <b>Princeton, NJ 08542</b>					
14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.					
SIGNATURE: <b>J Deanne Yartz</b> <b>4-22-97</b> <b>281/8740800</b>					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #					

CR2E034 (9/96)