

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

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **825758** (6)
1. Corporation Name
WNS, INC.

Principal Place of Business 16825 NORTHCHASE DR #900 P.O. BOX 4586 HOUSTON TX 77060	Mailing Address 16825 NORTHCHASE DR #900 P.O. BOX 4586 HOUSTON TX 77060
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 02/15/1971	
				4. FEI Number 74-1646406 Applied For Not Applicable	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				6. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	C	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	CHAMBERLAIN, JOHN S.			1.2 NAME			
STREET ADDRESS	182 FAIRWAY DRIVE			1.3 STREET ADDRESS			
CITY-ST-ZIP	PRINCETON NJ			1.4 CITY-ST-ZIP			
TITLE	CEO	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	SMITZ, WILLIAM D			2.2 NAME			
STREET ADDRESS	266 PROVINCE LINE ROAD			2.3 STREET ADDRESS			
CITY-ST-ZIP	SKILLMAN NJ			2.4 CITY-ST-ZIP			
TITLE	VCEO	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	ARTHURS, D. ROSS			3.2 NAME			
STREET ADDRESS	191 MARSHALL CORNER			3.3 STREET ADDRESS			
CITY-ST-ZIP	PENNINGTON NJ			3.4 CITY-ST-ZIP			
TITLE	VSTF	<input checked="" type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	YARTZ, TD			4.2 NAME			
STREET ADDRESS	851 W FRIAR TUCK LANE			4.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			4.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	PRESCOTT, DAVID			5.2 NAME			
STREET ADDRESS	14 NASSAU STREET			5.3 STREET ADDRESS			
CITY-ST-ZIP	PRINCETON NJ			5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				6.4 CITY-ST-ZIP			

14. I 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 *[Signature]* **281-874-0500**

CR2E034 (10/97)