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Florida Department of State
Division of Corporations
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 2000

HOLLAND & KNIGHT OF MIAMI

SUBJECT: CDC GROUP PLC
REF: W00000005650

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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FROM

(THU) 3. 2'00 11:42/ST. 11:41/NO. 4200000754 P 2

**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.**

1. CDC Group plc Corporation
(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. United Kingdom
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. December 8, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)
7. 1221 Brickell Ave., Suite 944, Miami, Florida 33131

(Current mailing address)

A service center for researching investment opportunities in Latin America for head office to pursue.

8. (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: Intrastate Registered Agent Corporation
Office Address: 701 Brickell Ave., Suite 3000
Miami 33131
Florida
(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.

INTRASTATE REGISTERED AGENT CORPORATION

By: [Signature]
(Registered agent's signature)

Steven H. Hagen, Vice President

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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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FROM

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DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. _____

Paul Jobsor, Managing Director

(Typed or printed name and capacity of person signing application)

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RIDER
OFFICERS/DIRECTORS
OF
CDC GROUP PLC

Managing Directors (Officers)

Paul Jobson
Church House
Wansford
Cambridgeshire
PE8 6JH

Nick Selbie
Lawn House
12 Hampstead Square
London
NW3 1AB

Justin Braithwaite
Flat 2
20 Marlborough Buildings
Bath BA1 2LY

Robert Binyon
84 Edwardes Square
London
W8 6HH

Board of Directors & Group Secretary

Dr. Alan Raymond Gillespie
Patchan, Fairbank Lane, Oxshott,
Surrey KT22 0FW, England

Ms. Jayne Doreen Almond
26 Walpole Street
London SW3 4QS, England

Mr. Pendarrell Hugh Kent, CBE
62 Eash Sheen Avenue
London SW14 1AU, England

Professor Jonathan Graham KYDD
Broadstone Cottage, Westwell, Ashford
Kent TN25 4LQ, England

Mr. Karl Russell Seal
The Mount, Cliff Road, Salcombe
Devon TQ8 8LJ, England

The Rt. Hon. The Earl Simon Dallas
Cairnes, CBE
39 Arundel Gardens
London, W11 2LW, England

Mr. Richard George Laing
Great Lynwood Farmhouse
Lindfield Road
Ardingly RH17 6SW, West Sussex
England

Group Secretary

Mr. Peter Graham Howell
76 Kings Road, Wimbledon
London SW19 1QW, England

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THE COMPANIES ACT 1985

Company No. 3877777

The Registrar of Companies for England and Wales hereby certifies that

COMMONWEALTH DEVELOPMENT CORPORATION, established as a statutory corporation (not having a share capital) by the Overseas Resources Development Act 1948 on 11th February, 1948 as the Colonial Development Corporation, the name of which was changed to the Commonwealth Development Corporation by the Commonwealth Development Act 1963, and continued under the Commonwealth Development Corporation Act 1978 (as amended): (a) remains incorporated; (b) has memorandum and articles of association registered on 8th December 1999 under the Companies Act 1985; and (c) is a public company limited by shares. The name of the Corporation on and after registration is, by virtue of section 5(3) of Commonwealth Development Corporation Act 1999, CDC GROUP PLC. *****

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Given at Companies House, Cardiff the 10th February 2000

P. G. A. S.

P. G. A. S.

for the Registrar of Companies



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Companies House

— for the record —