

F00000002395

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JACK GOLDSTEIN*

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*MEMBERS OF NY AND NJ BARS

May 8, 2001

Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

500004430585--7
-06/19/01--01053--022
*****35.00 *****35.00

Re: Mahindra Consulting Inc. (formerly Mahindra InfoTech Inc.)
a corporation organized and existing under laws of New Jersey *De*
Federal Tax ID No. 65-1000195

Gentlemen:

I am the secretary of Mahindra Consulting Inc. The corporation
formerly had an address at:

c/o SzyberAge
12717 W. Sunrise Blvd. #254
Sunrise, FL 33323-0902

Please be advised that the corporation has moved and that their new
address is: Mahindra Consulting Inc.
8000 Centre Park Drive, Suite 120
Austin, TX 78754

All future correspondence directed to the corporation should be sent
that new address.

Very truly yours,

Jack Goldstein
Jack Goldstein

cc: Mr. Zhooben Bhiwandiwalla - via email
Mr. Bernard D'costa - via email
Mr. Jeff Shapiro - via email

FILED
01 JUN 19 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X-2395
MC Amend



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 15, 2001

Jack Goldstein, Esquire
Goldstein & Wallman
233 Broadway
New York, NY 10279-0168

SUBJECT: MAHINDRA INFOTECH INC.
Ref. Number: F00000002395

This is pursuant to our phone conversation today regarding the subject corporation.

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 801A00029492

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JACK GOLDSTEIN*

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June 12, 2001

Ms. Susan Payne
Senior Section Administrator
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Mahindra Consulting Inc. formerly Mahindra InfoTech Inc.

Dear Ms. Payne:

Mahindra InfoTech Inc., a corporation that was formed in the state of Delaware and which is authorized to do business in Florida on May 1, 2000, has changed its name to Mahindra Consulting Inc.

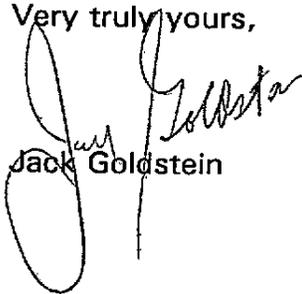
I now enclose:

1. an application by foreign profit corporation to file amendment to application for authorization to transact business in Florida;
2. an original certificate of the Secretary of State of Delaware certifying the change of name (2 pages);
3. our check to the order of the Florida Secretary of State in the sum of \$35.00.

Kindly confirm receipt and the fact that the change of name has been recorded.

Thank you for your help.

Very truly yours,


Jack Goldstein

encl.

cc: Mr. Zhooben Bhiwandiwalla – via email
Mr. Bernard D'costa – via email

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

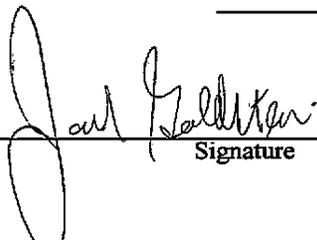
SECTION I
(1-3 MUST BE COMPLETED)

1. Mahindra InfoTech Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. May 1, 2000
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 20, 2000
5. Mahindra Consulting Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

FILED
01 JUN 19 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature
Jack Goldstein
Typed or printed name

May 22, 2001
Date
Secretary
Title

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MAHINDRA INFOTECH INC.", CHANGING ITS NAME FROM "MAHINDRA INFOTECH INC." TO "MAHINDRA CONSULTING INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2000, AT 9-O'CLOCK A.M.

3210926 8100

010243061



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1145548

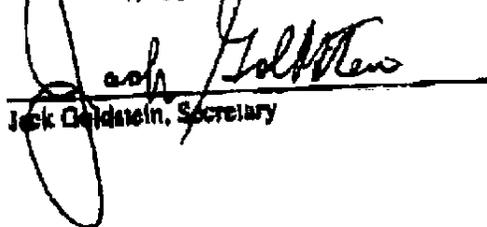
DATE: 05-21-01

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
MAHINDRA INFOTECH INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is
MAHINDRA INFOTECH INC.
2. The certificate of incorporation of the corporation is hereby amended by striking out Article one thereof and by substituting in lieu of said Article the following new Article:
The name of the corporation is hereby amended to read as follows: MAHINDRA CONSULTING INC.
3. The amendment[s] of the certificate of incorporation herein certified has [have] been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed on 11-20-00


Jack Goldstein, Secretary