



THE UNITED STATES
CORPORATION
COMMANY

F00000005591

ACCOUNT NO. : 072100000032

REFERENCE : 841198 4300097

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 70.00

ORDER DATE : September 24, 2000

ORDER TIME : 10:25 AM

ORDER NO. : 841198-025

CUSTOMER NO: 4300097

CUSTOMER: Amy Jones
Baker & McKenzie
805 Third Avenue
29th Floor
New York, NY 10022

FILED
00 OCT -5 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

6000003415016--3

NAME: CAP GEMINI TELECOM MEDIA &
NETWORKS U.S., INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EXT: 1156

RECEIVED
00 OCT -5 AM 11:50
DEPARTMENT OF STATE
DIVISION OF CONSUL AFFAIRS
TALLAHASSEE, FLORIDA

3/2
11/5

**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

FILED
OCT 5 5 PM 3:15
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

1. Cap Gemini Telecom Media & Networks U.S., 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. Delaware

(State or country under the law of which it is incorporated)

3. 52-2261309

(FEI number, if applicable)

4. August 17, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o General Counsel, 25 Airport Road

Morristown, NJ 07960

(Current mailing address)

See Attached Rider 1

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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Judith Morgan, Asst. Secy.

(Registered agent's signature)

Judith Morgan, Authorized Representative

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)

A. 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. Thomas Callahan

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas Callahan, Secretary

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

00 001-5 PM 3:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS/DIRECTORS RIDER

FL – Application by Foreign Corporation for Authorization

Cap Gemini Telecom Media & Networks U.S., Inc.

List of Officers

Name: Thomas Callahan
Title: Secretary
Business Address: Cap Gemini
25 Airport Road
Morristown, NJ 07960

List of Directors

Name: Alexandre Haeffner
Business Address: Cap Gemini Telecom
76 Avenue Kleber
Paris 75784 France
011-331-47-54-54-69

Name: Charles Koontz
Business Address: Cap Gemini Ernst & Young
Gateway One, Suite 1400
St. Louis, MO 63101

Name: Terry Ozan
Business Address: Sears Tower
233 South Wacker Drive, Suite 1400
Chicago, IL 60606

Name: Ron Ponder
Business Address: Cap Gemini
25 Airport Road
Morristown, NJ 07960

Name: Geoff Unwin
Business Address: 130 Shaftsbury Ave.
London W1V8HH United Kingdom

Name: Dale Wartluft
Business Address: Sears Tower
233 South Wacker Drive, Suite 1400
Chicago, IL 60606

FILED
00 OCT -5 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RIDER 1

FL-Application by Foreign Corporation for Authorization

Cap Gemini Telecom Media & Networks U.S., Inc.

To engage in management consulting, design and delivery of information systems, information systems management services and any other act or activity for which corporations may be organized. To engage in any act or activity for which corporations may be organized.

FILED
00 OCT -5 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAP GEMINI TELECOM MEDIA & NETWORKS U.S., INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
OCT -5 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Edward J. Freel, Secretary of State

3276506 8300

AUTHENTICATION: 0698960

001486108

DATE: 09-26-00