



UCC FILING & SEARCH SERVICES, INC.

26 East Park Avenue
Tallahassee, Florida 32303
(850) 611-6128

HOLD

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UCC SERVICES
OFFICE USE ONLY

F02000001688

April 4, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

HCL-Answerthink, Inc.

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

NEED TODAY

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-04/04/02--01066--005
*****78.75 *****78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

BK
FILED
02 APR -4 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. HCL-Answerthink, 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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 14, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 225 Washington Street, Conshohocken, PA 19428
(Principal office address)
- 225 Washington Street, Conshohocken, PA 19428
(Current mailing address)
8. Custom Software Development and Application Maintenance
(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: NRAI Services, Inc.
- Office Address: 526 E. Park Avenue
Tallahassee, Florida 32301
(City) (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.

NRAI Services, Inc.

By: Ed Hand, Asst. Secretary

(Registered agent's signature)

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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Ted A. Fernandez

Address: c/o Answerthink, Inc., 1001 Brickell Bay Drive, Suite 3000, Miami, Florida 33131

Vice Chairman: Arun Druggal

Address: c/o HCL Technologies Limited, A-10, Section 3, Noida - 201 301, India

Director: Allan Frank

Address: c/o Answerthink, Inc., 1001 Brickell Bay Drive, Suite 3000, Miami, Florida 33131

Director: Ashok Jain

Address: c/o HCL Technologies America Inc., 1950 Old Gallows Road, Suite 555, Vienna, VA 22182

B. OFFICERS

President: Kenneth Coppins

Address: 24 New England Executive Park, First Floor, Burlington, MA 01803

Vice President: _____

Address: _____

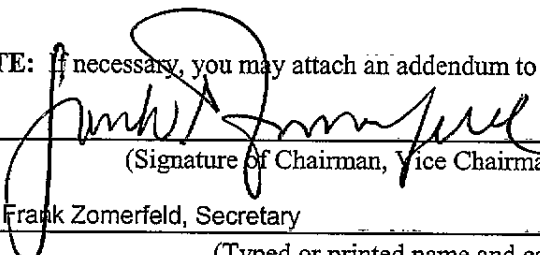
Secretary: Frank Zomerfeld

Address: c/o Answerthink, Inc., 1001 Brickell Bay Drive, Suite 3000, Miami, Florida 33131

Treasurer: John Brennan

Address: c/o Answerthink, Inc., 1001 Brickell Bay Drive, Suite 3000, Miami, Florida 33131

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. Frank Zomerfeld, Secretary

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

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TALLAHASSEE, FLORIDA

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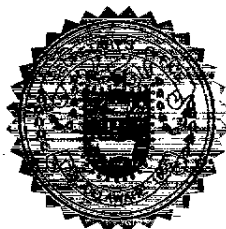
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HCL-ANSWERTHINK, 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 THIRD DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HCL-ANSWERTHINK, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF MARCH, A.D. 2002.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1701573

DATE: 04-03-02