

F04000003198

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

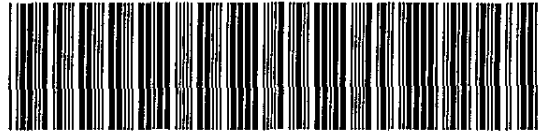
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK
004-12146



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 724040 7383879
AUTHORIZATION :
COST LIMIT : \$ 0 - Client filed, was r

*Fees already
we are resub*

FILED
04 JUN - 8 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 7, 2004
ORDER TIME : 9:33 AM
ORDER NO. : 724040-005
CUSTOMER NO: 7383879
CUSTOMER: Laura Leifheit
T-systems North America Inc.
701 Warrenville Road
Lisle, IL 60532

FOREIGN FILINGS

NAME: T-SYSTEMS NORTH AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

RECEIVED
04 JUN - 8 AM 10:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
JUN 28 PM 2:32
TALLAHASSEE
SECRETARY OF STATE
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. T-SYSTEMS NORTH AMERICA, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 13-3571176
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 20, 1990 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. 701 Warrenville Road, Lisle, IL 60532-1375
(Principal office address)

701 Warrenville Road, Lisle, IL 60532-1375
(Current mailing address)

8. Consulting for telecom and information technology
(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
(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.

Corporation Service Company

Carol K Dolor Carol K. Dolor, Asst. V.P.
(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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

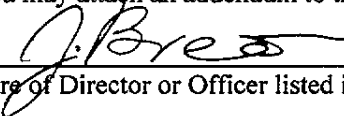
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Joseph Brennan, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

T-Systems North America, Inc.
Corporate Officers

<u>Name</u>	<u>Title</u>	<u>Phone Number</u>	<u>Business Address</u>	<u>Home Address</u>
Andrew Borgstrom	Chief Executive Officer, President	(630)493-6101	701 Warrenville Road Lisle IL 60532-1375	5715 Lawn Drive Western Springs, IL 60558
Roland Schober	Chief Financial Officer, Senior Vice President, & Treasurer	(212) 658-6390	32 Avenue of the Americas 20th floor New York, NY 10013	20 River Terrace, #24E New York, N.Y. 10282
Ray Shealy	Senior Vice President	(630)493-8637	701 Warrenville Road Lisle IL 60532-1375	462 Arlington Avenue Glen Ellyn, IL 60137
Joseph Brennan	General Counsel & Secretary	(630)493-6183	701 Warrenville Road Lisle IL 60532-1375	601 Broadview Ave. Highland Park, IL 60035

T-Systems North America, Inc.
Corporate Directors

<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>
Andrew Borgstrom	701 Warrenville Road Lisle IL 60532-1375	5715 Lawn Drive Western Springs, IL 60558
Michael Hofmann	T-Systems Int'l Hahnstr. 43rd 60528 Frankfurt,am Main Germany	Chairman Of The Board Johnannees-Greferath-Str. 7 50939 Koeln Germany
Jeffrey Hedberg	Deutsche Telekom, Inc. 101 E. 52nd St. 17th Floor New York, NY 10022	110 Abrams Hell Road Duxbury, MA 02332

Delaware

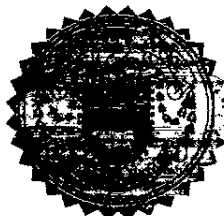
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "T-SYSTEMS NORTH AMERICA, 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 SEVENTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "T-SYSTEMS NORTH AMERICA, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF MARCH, A.D. 1990.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2225233 8300

AUTHENTICATION: 3155443

040419939

DATE: 06-07-04