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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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.

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1. PROGEON LIMITED INC.SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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. INDIA

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

3. 43-1260854

(FEI number, if applicable)

4. 4/3/03

(Date of incorporation)

5. PERPETUAL

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

6. HAS NOT BEGUN

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, P.S., to determine penalty liability)

7. 6607 KAISER DRIVE, FREMONT, CA 94555

(Principal office address)

6607 KAISER DRIVE, FREMONT, CA 94555

(Current mailing address)

8. BUSINESS SERVICES OUTSOURCING

(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 NOT acceptable)Name: CT Corporation SystemOffice Address: 1200 South Pine Island RoadPlantation, Florida 33324

(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.

By: Naseem A. Conde

CT Corporation System

NASEEM A. CONDE
SPECIAL 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.

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

A. DIRECTORSChairman: ATTACHED**FILED**

Address: _____

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Vice Chairman: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: ATTACHED

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)

11/12/04

14. P.R. GANAPATHY - ASSISTANT SECRETARY

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

PROGEON LIMITED
Federal EIN# 48-1260854

Officers & Board of Directors

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

S.No	Name	Designation	Address
1	Mr. T V Mohandas Pai	Chairman	No.521, "The Embassy" Ali Asker Road Bangalore 560 001
2	Mr. Akshaya Bhargava	Managing Director and Chief Executive Officer	No. 85, Platts Lane London NW 37 NL United Kingdom
3	Mr. S D Shibulal	Director	No.383, 42 nd Cross 9 th Main, 5 th Block Jayanagar Bangalore 560 041
4	Prof. Jayanth R Varma	Director	Indian Institute of Management Vastrapur Ahmedabad 380 015

List of Officers

S.No	Name	Designation	Address
1	Mr. Ramesh Kamath	Chief Financial Officer	Plot No.26/3, 26/4 and 26/6 Electronics City, Hosur Road Bangalore 560100
2	Mr. N R Ravikrishnan	Company Secretary	Plot No.26/3, 26/4 and 26/6 Electronics City, Hosur Road Bangalore 560100

3 Mr. P.R. Ganapathy Asst. Secretary 6607 Kaiser Drive
Fremont, CA 94555



SECOND CERTIFICATE
(Pursuant to Sec.610(1)(b))

CERTIFICATE OF INCORPORATION

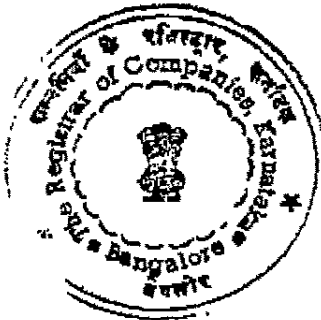
Company No. 08/30310 of 2002

I hereby certify that

M/S. PROGEON (P) LTD.,

Which was originally incorporated under the Companies Act,
1956 (No. 1 of 1956) on 03-04-2002 and that company is limited.

Given under my hand at Bangalore this 12th day of October Two Thousand Four.



(SANTOSH KUMAR)
ASST. REGISTRAR OF COMPANIES
KARNATAKA:: BANGALORE.