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(Address)

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(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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4/18  
*[Signature]*

# MURTHA CULLINA LLP

A T T O R N E Y S   A T   L A W

1258 BEDFORD STREET  
STAMFORD, CONNECTICUT 06905

TELEPHONE (203) 602-7700  
FACSIMILE (203) 602-7736  
www.murthlaw.com

April 13, 2005  
VIA OVERNIGHT COURIER

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Authorization to Transact Business

To Whom It May Concern:

Enclosed herewith please find the completed application, Certificate of Good Standing and Certificate of Incorporation together with our check in the amount of \$78.75 for the processing fees for our client, WNS North America, Inc.

Please remit a certified copy of the approval upon completion.

Very truly yours,

Dana L. Perry,  
Paralegal

05 APR 14 PM 12:32  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** WNS North America Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Raj R. Mahale, Esq.

(Name of Person)

Syed & Mahale, LLC

(Firm/Company)

1258 Bedford Street

(Address)

Stamford, Connecticut 06905

(City/State and Zip code)

For further information concerning this matter, please call:

Raj R. Mahale, Esq.

(Name of Person)

at ( 203 ) 602-7700

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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OFFICE OF STATE  
TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☒ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

FROM CORPORATION TRUST 302-655-2480

(THU) 1.27.05.17:15/ST.17:14/NO.4862069780 P 2

# Delaware

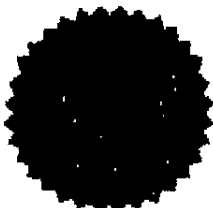
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WNS 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 TWENTY-SEVENTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3493648 8300

AUTHENTICATION: 3645763

050069795

DATE: 01-27-05

**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. WNS North America Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

WNS HealthClaims

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

2. Delaware 3. 33-0996780  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 21, 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 prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 420 Lexington Avenue, Suite 2515, New York, NY 10170  
(Principal office address)  
420 Lexington Avenue, Suite 2515, New York, NY 10170  
(Current mailing address)

8. Engage in any lawful act or activity for which corporations may be organized  
(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: Craig Serio

Office Address: 2455 East Sunrise Boulevard

Ft. Lauderdale, Florida 33304  
(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.*

Craig Serio  
(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:

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05 APR 14 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**A. DIRECTORS**

Chairman: David Tibble

Address: Ash House, Fairfield Avenue, Staines, Middlesex TW184AN

Vice Chairman: Neeraj Bhargava

Address: Gate No. 4 Godrej and Boyce Complex, Pirojshanagar, LBS Marg, Vikhroli (W) Mumbai 400079-India

Director: Jay Ackerman

Address: 420 Lexington Avenue, Suite 2515, New York, NY 10170

Director: Anish Nanavaty

Address: 420 Lexington Avenue, Suite 2515, New York, NY 10170

**B. OFFICERS**

President: Craig Serio, President and CEO (WNS HealthClaims)

Address: 2455 East Sunrise Boulevard, Ft. Lauderdale, Florida 33304

Vice President: Anish Nanavaty, Executive VP

Address: 420 Lexington Avenue, Suite 2515, New York, NY 10170

Secretary: \_\_\_\_\_

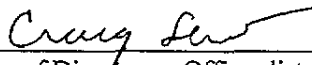
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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TALLAHASSEE FLORIDA

**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. Craig Serio, President CEO (WNS HealthClaims)  
(Typed or printed name and capacity of person signing application)