

**F05000003391**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**GECIS U.S. HOLDINGS, INC.**

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10/21/2005 2:56 PAGE 001/001

Florida Dept of State



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 21, 2005

GECIS U.S. HOLDINGS, INC.  
260 LONG RIDGE ROAD  
STAMFORD, CT 06927

SUBJECT: GECIS U.S. HOLDINGS, INC.  
REF: F05000003391

PLEASE GIVE ORIGINAL SUBMISSION  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please change the date on line #3 to June 9, 2005 instead of June 5, 2005 so it will be the same as on our records.

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Annette Ramsey  
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PLEASE GIVE ORIGINAL SUBMISSION  
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PLEASE GIVE ORIGINAL SUBMISSION  
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**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

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TALLAHASSEE, FLORIDA

\_\_\_\_\_  
(Document number of corporation (if known))

1. Gecis U.S. Holdings, Inc.  
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. June 9, 2005  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 12, 2005

5. Genpact U.S. Holdings, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

Vinod Verghese  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Vinod Verghese

(Typed or printed name of person signing)

Secretary

(Title of person signing)

H05000249662 3

H05000249662 3

# Delaware

PAGE 1

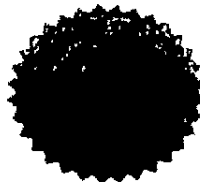
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GECIS U.S. HOLDINGS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "GENPACT U.S. HOLDINGS, INC.", THE TWELFTH DAY OF OCTOBER, A.D. 2005, AT 2:32 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

3892534 8320

050856036



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4238130

DATE: 10-20-05

H05000249662 3