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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MphasiS Limited

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," or "Certificate of Good Standing" 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:

Ms. Terry Scaglione

Name of Person

Registered Agents Legal Services, LLC

Firm/Company

1220 N. Market Street, Suite 806

Address

Wilmington, DE 19801

City/State and Zip code

terry@inclegal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Terry Scaglione

Name of Person

at (800) 400-6650

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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

**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. **MphasiS Limited 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. **Karnataka, India**

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

3. **77-0358264**

(FEI number, if applicable)

4. **August 13th, 1992**

(Date of incorporation)

5. **Perpetual**

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

6. **N/A**

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

7. **Bagmane Technology Park, Byrasandra, C V Raman Nagar, , Bangalore, India – 560093**

(Principal office address)

4800 Great America Parkway, Ste 310 Santa Clara CA 95054

(Current mailing address)

8. **Software Development & Consulting**

(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: **Registered Agents Legal Services, LLC**

Office Address: **155 Office Plaza Drive, Suite A**

Tallahassee, Florida **32301**

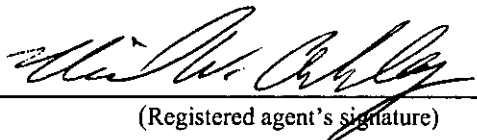
(City)

(Zip code)

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TALLAHASSEE, FLORIDA

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.

 **MICHAEL W. ASHKEY**
(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: Please see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please See attached

Address: _____

Vice President: _____

Address: _____

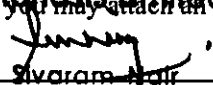
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
A. Sivaram Nair
Company Secretary & General Counsel (Signature of Director or Officer listed in number 12 of the application)

14. A. Sivaram Nair - Company Secretary

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

Mphasis Limited

List of Officers

Name	Designation	Address
Balu Ganesh Ayyar	Chief Executive Officer	Bagmane Technology Park, Byrasandra, C V Raman Nagar, Bangalore, Karnataka 560093 INDIA
Ganesh Murthy	Chief Financial Officer	Bagmane Technology Park, Byrasandra, C V Raman Nagar, Bangalore, Karnataka 560093 INDIA
A Sivaram Nair	Company Secretary & General Counsel	Bagmane Technology Park, Byrasandra, C V Raman Nagar, Bangalore, Karnataka 560093 INDIA

List of Directors

Name	Designation	Address
Andreas Mattes	Director	3000 Hanover Street Palo Alto, CA 94304-1112.
Balu Ganesh Ayyar	Chief Executive Officer & Whole time Director	Bagmane Technology Park, Byrasandra, C V Raman Nagar, Bangalore, Karnataka 560093 INDIA
Dr. Jose de la Torre	Director	Florida International University University Park, RB 210 Miami, Florida 33199
Nawshir H Mirza	Director	117, Mittal Tower, 'B' Wing, 11th Floor, 210, Nariman Point, Mumbai 400 021 INDIA
Davinder Singh Brar	Director	307 - 309, Third Floor, BPTP Park Centra (Opp. 32nd Milestone), Sector - 30, Village Silokhra, Gurgaon, Haryana 122001 INDIA
Ms. Vinita Bali	Director	Britannia Industries Limited, Airport Road, Vimanapura, Bangalore, Karnataka 560 017 INDIA
Prakash Jothee	Director	3000 Hanover Street, MS 1032 Palo Alto, CA 94304
Craig Wilson	Director	57 Berkeley Square Berkeley Square - Landdowne House London, United Kingdom, W1J 5BE
Dr. Friedrich Froeschl	Director	Bomhardstrasse 6, Gruenwald, 82031 GERMANY
K M Suresh	Director	450 Alexandra Rd, SINGAPORE

MINISTRY OF COMPANY AFFAIRS

Karnataka

E' Wing, 2nd Floor, Kendriya Sadana, Koramangala, Bangalore - 560034, Karnataka, INDIA

Corporate Identity Number : L30007KA1992PLC025294

**Fresh Certificate of Incorporation Consequent upon
Change of Name**

IN THE MATTER OF M/s Mphasis BFL Limited

C.C. No. 662/2009-10

Company No.	025294
Name of the Applicant	PARTHA MANDAL
Name of the Company	M/s. Mphasis Limited
Description of the Document	Fresh Certificate of Incorporation Change of name dated 24-11-2006
Date of receipt of application/SRN Number	SRN A76734409 dated 19-01-2010
Date when fees and stamp paper produced.	19-01-2010
Date when copy made ready	21-01-2010
Date when copy delivered	22-01-2010

Signature of the Officer

Downloaded by:

Read by/Examined by:

[Signature]
Asst. REGISTRAR OF COMPANIES
KARNATAKA, BANGALORE

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