

F94000000250



ACCOUNT NO. : 072100000032

REFERENCE : 982365 4305026

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 35.00

ORDER DATE : October 2, 1998

ORDER TIME : 2:11 PM

ORDER NO. : 982365-010

CUSTOMER NO: 4305026

CUSTOMER: Julianne M. Ells, Legal Asst
Sullivan & Worcester
One Post Office Square
Boston, MA 02109

FOREIGN FILINGS

100002656491--3

NAME: ISI SYSTEMS, INC.

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

RECEIVED
98 OCT -6 AM 9:53
DIVISION OF CORPORATION

N.C.
10-6-98
CC

FILED
98 OCT -6 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

FILED
98 OCT -6 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ISI Systems, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. January 19, 1994
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? September 30, 1998
5. CGI Information Systems & Management Consultants, 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.
6. If the amendment changes the period of duration, indicate new period of duration.
- No Change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- No Change
New Jurisdiction

June M. Morris Vice President
Signature

September 30, 1998
Date

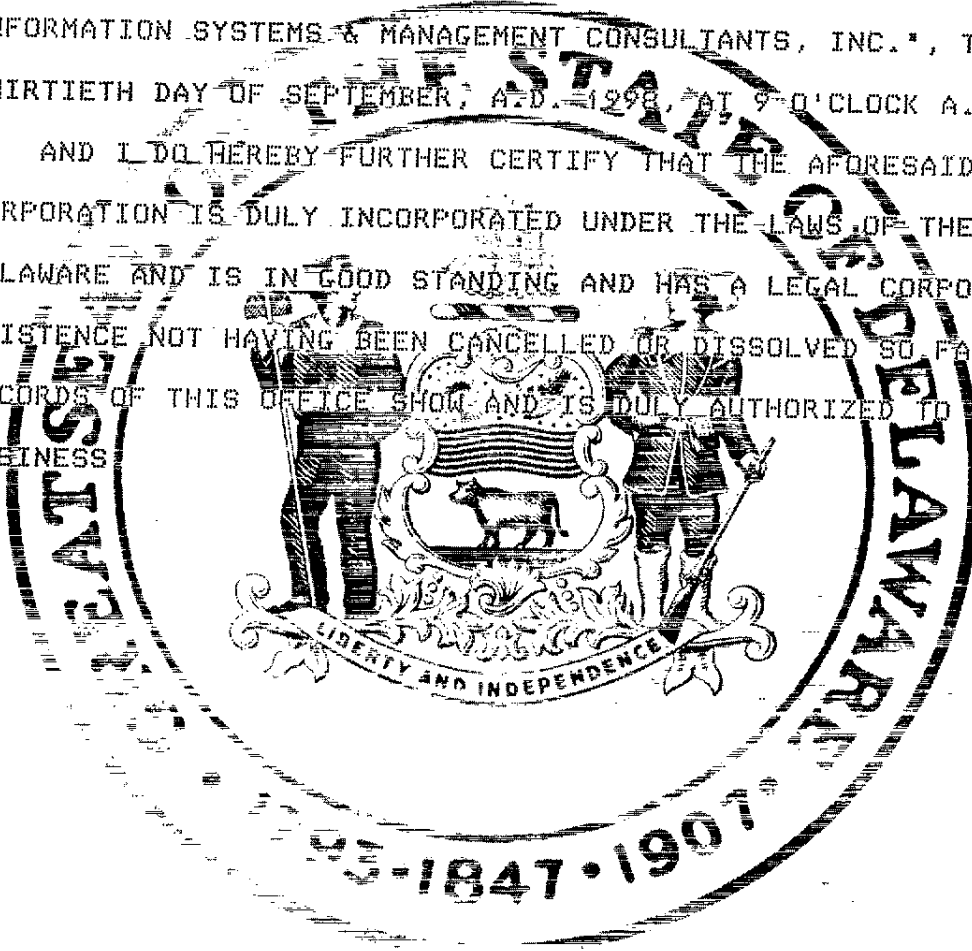
June M. Morris
Typed or printed name

Vice President
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ISI SYSTEMS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC.", THE THIRTIETH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.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.



Edward J. Freel

Edward J. Freel, Secretary of State

2094349 8320

981382171

AUTHENTICATION:

9334699

DATE:

10-02-98