

F 97000004733

**PARR WADDOUPS BROWN**  
**GEE & LOVELESS** A Professional Corporation

*Attorneys at Law*

November 2, 1998

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

500002679275--9  
-11/03/98-01070-005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: CONVERGYS Customer Care Management Group Inc.

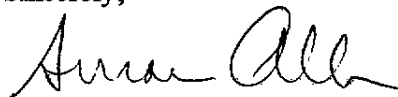
Dear Ladies and Gentlemen:

Enclosed are the following materials pertaining to MATRIXX Marketing Inc. now known as CONVERGYS Customer Care Management Group Inc. (the "Company"):

1. An Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida, in duplicate originals;
2. A Certificate issued by the Ohio Secretary of State regarding the Company's name change;
3. A check in the amount of \$35.00 for the filing fee; and
4. A self-addressed stamped envelope.

Please file these materials in your records, stamp your date of reservation on one of the Applications and return the stamped copy and your amended authorization in the enclosed envelope. If you have any questions concerning these materials, please do not hesitate to call me at (801) 532-7840.

Sincerely,



Susan Allen  
Legal Assistant

Enclosures

cc: Karen R. Bowman  
Gary A. Dodge

M.C.  
11-5-98  
CC

FILED  
98 NOV -3 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA

SECTION I (1-3 must be completed)

1. MATRIX Marketing Inc. doing business in Florida as MATRIX Marketing Inc., a Cincinnati Bell company  
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Ohio

3. Date authorized to do business in Florida: September 10, 1997

FILED  
98 NOV -3 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, 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?

10/08/98

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

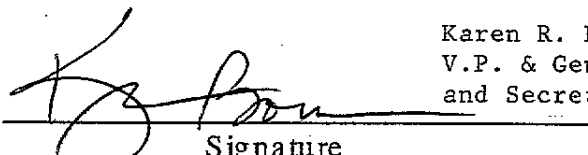
CONVERGYS Customer Care Management Group Inc.

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

No Change

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

No change

  
Signature  
Name and Title

Karen R. Bowman  
V.P. & General Counsel  
and Secretary

10/26/98

Date

**UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.**



*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show a certificate of AMENDMENT to the Articles of Incorporation of MATRIXX MARKETING INC., an Ohio Corporation, Charter No. 734414, changing its name to: CONVERGYS CUSTOMER CARE MANAGEMENT GROUP INC., was filed on October 8, 1998 recorded on the Records of Incorporation.*



*WITNESS my hand and official  
seal at Columbus, Ohio on  
October 30, 1998*

*Bob Taft*

Bob Taft  
Secretary of State