

PARR WADDOUPS BROWN
GEE & LOVELESS *A Professional Corporation*
Attorneys at Law

F970000004733

December 2, 1998

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-12/03/98--01108--008
*****35.00 *****35.00

VIA FEDERAL EXPRESS

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

Re: CONVERGYS Customer Care Management Group Inc.

Dear Ladies and Gentlemen:

Enclosed are the following materials pertaining to CONVERGYS Customer Care Management Group Inc., now known as CONVERGYS Customer 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.

FILED
98 DEC -3 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Susan Allen
Legal Assistant

Enclosures

cc: Karen R. Bowman
Gary A. Dodge

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3P8
FF NC
12-3-98

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

SECTION I (1-3 must be completed)

1. CONVERGYS Customer Care Management Group Inc.
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

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?

10/23/98

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 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

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

Signature
Name and Title

Date

11/24/98

FILED
98 DEC -3 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Certificate of AMENDMENT of CONVERGYS CUSTOMER CARE MANAGEMENT GROUP INC., an Ohio Corporation, Charter No. 734414, changing its corporate title to: CONVERGYS CUSTOMER MANAGEMENT GROUP INC., was filed October 23, 1998, recorded at DIN 199829900307, of the Records of Incorporation. Said corporation, CONVERGYS CUSTOMER MANAGEMENT GROUP INC., an Ohio Corporation, Charter No. 734414, having its principal location in Cincinnati, County of Hamilton, was incorporated on October 14, 1988, is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio on
November 3, 1998

Bob Taft

Bob Taft
Secretary of State