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Requestor's Name

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City

State

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Phone

CORPORATION(S) NAME

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Stream International, Inc.

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CR2E031 (1-89)

Stream

Stream International Inc.

275 Dan Road • Canton, MA 02021 • t 617.575.6800 • f 617.575.6999 • www.stream.com


January 6, 1998

RE: Consent to Use Name

Dear Sir or Madam:

Stream International Services Corp. (formerly known as Stream International Inc.), a corporation organized under the laws of the State of Delaware, Federal Identification No. 04-2776573 hereby consents to the use of the name Stream International Inc. by Stream International Inc., a corporation organized under the laws of the State of Delaware on February 16, 1995 with Federal Identification No. 36-4003866.

STREAM INTERNATIONAL SERVICES CORP.

By: 
Eric A. Blumsack, Assistant Secretary

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Secretary of State
State of Florida

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. Stream International Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

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

3. 36-4003866

(FEI number, if applicable)

4. February 16, 1995

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 275 Dan Road, Canton, Massachusetts 02021

(Current mailing address)

8. See attached purpose clause

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Patricia A. Canario

(Registered agent's signature) (Officer)
PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Stephen D.R. Moore

Address: 275 Dan Road

Canton, Massachusetts 02021

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

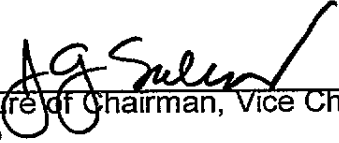
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Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Judith G. Salerno, President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Stream International Inc.**

To provide technical support and training for computer software and related products and to engage in any other activity permitted by a corporation under the Laws of the State of Delaware, the Corporation's state of domesticity.

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Stream International Inc.**

1. Stephen D.R. Moore
275 Dan Road
Canton, Massachusetts 02021
2. Judith G. Salerno
275 Dan Road
Canton, Massachusetts 02021
3. Mark Nunnelly
c/o Bain Capital Inc., Two Copley Place
Boston, Massachusetts 02116
4. Jonathan Lavine
c/o Bain Capital Inc., Two Copley Place
Boston, Massachusetts 02116
5. John Richman
227 W. Monroe, Ste. 4825
Chicago, Illinois 60606

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Stream International Inc.**

1. Stephen D.R. Moore, Chief Executive Officer
275 Dan Road
Canton, Massachusetts 02021
2. Judith G. Salerno, Chief Operating Officer and President
275 Dan Road
Canton, Massachusetts 02021
3. Alicia T. Brophey, Secretary
275 Dan Road
Canton, Massachusetts 02021
4. Jeffrey D. Glidden, Chief Financial Officer and Vice President
275 Dan Road
Canton, Massachusetts 02021
5. Lynda M. Avallone, Treasurer
275 Dan Road
Canton, Massachusetts 02021
6. Eric A. Blumsack, Assistant Secretary
275 Dan Road
Canton, Massachusetts 02021

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STREAM INTERNATIONAL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

8857809

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DATE:

01-09-98