

F98000005892

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

100002670101--0

-10/22/98--01061--011

*****70.00 *****70.00

CORPORATION(S) NAME

METAMOR ACQUISITION SUB #18, INC.

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

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TO
JEFFREY D. BUTTERFIELD

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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mtu
10/22

10/22

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. METAMOR ACQUISITION SUB #18, 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. 760584405
(FEI number, if applicable)

4. October 7, 1998

(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. 4400 Post Oak Parkway, Suite 1100, Houston, Texas 77027

(Current mailing address)

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8. provision of computer consulting services

(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

Jennifer McBurnett

(Registered agent's signature) (Officer)

Jennifer McBurnett, Assistant Secretary

(Type Name and Title of Officer)

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

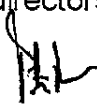
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Treasurer: _____

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.

Peter Dameris Senior Vice President

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

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Metamor Acquisition Sub #18, Inc.

Directors and Officers

Directors:

Michael T. Willis, Chairman
4400 Post Oak Parkway, Suite 1100
Houston, Texas 77027-3413
713/548-3412

Peter T. Dameris
4400 Post Oak Parkway, Suite 1100
Houston, Texas 77027-3413
713/548-3469

Officers:

Kenneth R. Johnsen, COO and President
4400 Post Oak Parkway, Suite 2500
Houston, Texas 77027-3413
713/548-3485

Edward L. Pierce, SVP and Assistant Secretary
4400 Post Oak Parkway, Suite 1100
Houston, Texas 77027-3413
713/548-3460

Peter T. Dameris, SVP and Secretary
4400 Post Oak Parkway, Suite 1100
Houston, Texas 77027-3413
713/548-3469

David Pickrell, Vice President
4400 Post Oak Parkway, Suite 2500
Houston, Texas 77027-3413
713/548-3731

Margaret G. Reed, Vice President and Assistant
Secretary
4400 Post Oak Parkway, Suite 1100
Houston, Texas 77027-3413
713/548-3467

Robert W. Lewey, Vice President-Tax
4400 Post Oak Parkway, Suite 1100
Houston, Texas 77027-3413
713/548-3461

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METAMOR ACQUISITION SUB #18, 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 TWENTIETH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2952909 8300

DATE:

9362838

981403967

10-20-98