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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 703307 4300123
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 43.75

ORDER DATE : January 15, 2002

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ORDER NO. : 703307-005

CUSTOMER NO: 4300123

CUSTOMER: Joseph S. Bonventre, Esq
Paul Hastings Janofsky &
399 Park Avenue

New York, NY 10022-4697

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DOMESTIC AMENDMENT FILING

NAME: TELEPERFORMANCE GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF CORRECTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115
EXAMINER'S INITIALS: _____

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02 JAN 16 PM 12:22
DIVISION OF CORPORATION

i G. Coulliette JAN 16 2002

ARTICLES OF CORRECTION
FOR THE
CERTIFICATE OF MERGER
OF
MARKET U.S.A., INC. AND S.A.C. TELEMARKETING, INC.
INTO
TELEPERFORMANCE GROUP, INC.

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SECRETARY OF STATE
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S.A.C. TELEMARKETING, INC., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"),

DOES HEREBY CERTIFY THAT:

1. The name of the corporation is S.A.C. TELEMARKETING, INC.
2. Its Certificate of Merger was filed with the Secretary of the State of Florida on January 2, 2002 (the "Certificate") and that the Certificate requires correction as permitted by Section 607.0124 of the Act.
3. The inaccuracies or defects of the Certificate to be corrected are as follows:
 - (a) The Certificate did not reflect correctly the authorized common stock and par value of the common stock of Teleperformance Group, Inc. (the "Corporation") set forth in Article "FOURTH" thereof.
 - (b) The Certificate did not reflect correctly the conversion of company stock set forth in Section 8(a) of the Agreement and Plan of Merger attached to the Certificate as Exhibit A.
4. In order to correct the inaccuracy or defect described in paragraph 3(a) above, Article "FOURTH" of the Certificate is corrected to read as follows:

"**FOURTH:** In connection with the merger of Market U.S.A., Inc. and S.A.C. Telemarketing, Inc. with and into the Corporation, the certificate of incorporation of the Corporation (the "Certificate of Incorporation") shall hereby be amended to authorize additional shares of common stock and to raise the par value of the common stock. The current Article IV of the Certificate of Incorporation will be deleted in its entirety and the following new Article IV will be inserted:

"Article IV

The Corporation is authorized to issue one hundred thousand (100,000) shares of Common Stock, at a par value of \$1.00 per share."

5. In order to correct the inaccuracy or defect described in paragraph 3(b) above, Section 8(a) of the Agreement and Plan of Merger, as described in Article "SECOND" of the Certificate, is corrected to read as follows:

"Section 8. Conversion of Company Common Stock.

(a) Each share of MUSA's common stock, no par value per share (the "MUSA Common Stock") actually issued and outstanding at the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into 2.647 validly issued, fully paid and non-assessable shares of the common stock, par value \$1.00 per share, of TGI (the "TGI Common Stock"). Each share of SAC's common stock, par value of \$.50 per share (the "SAC Common Stock") actually issued and outstanding at the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into 1.52041 validly issued, fully paid and non-assessable shares of the TGI Common Stock. Certificates representing shares of MUSA Common Stock and SAC Common Stock before the Merger will represent TGI Common Stock after the Merger and it will not be necessary for stockholders of MUSA or SAC to surrender or exchange their existing stock certificates for new stock certificates."

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, these Articles of Correction have been signed
by an authorized officer of S.A.C. Telemarketing, Inc., in accordance with the provisions
of Section 607.0124 of the Act, this 16th day of January, 2002.



Dominic Dato
President