



M98000000715

ACCOUNT NO. : 072100000032

REFERENCE : 872521 4804827

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 285.00

ORDER DATE : June 26, 1998

ORDER TIME : 1:34 PM

ORDER NO. : 872521-040

CUSTOMER NO: 4804827

CUSTOMER: Elizabeth Harre, Legal Asst  
Squadron Ellenoff Plesent &  
551 Fifth Avenue

New York, NY 10176

000002576410--1

FOREIGN FILINGS

NAME: CAP GEMINI AMERICA LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED

98 JUN 30 PM 3:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

98 JUN 30 PM 1:52

DIVISION OF CORPORATION

31  
7/1/98

89840036028



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

93 JUN -6 AM 8:40  
DIVISION OF CORPORATION

June 30, 1998

CHRISTOPHER SMITH  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: CAP GEMINI AMERICA LLC  
Ref. Number: W98000015012

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for CAP GEMINI AMERICA LLC and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The TOTAL required to file this company is \$285.00. Please write or call to authorize us to change the COST LIMIT amount.

ALSO, please note that there MUST BE A MONEY AMOUNT in each of the three items on the AFFIDAVIT. Even if an amount is ZERO, that still must be entered.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 598A00035573

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

FILED  
JUN 30 11 31 AM '98  
STATE OF FLORIDA  
TALLAHASSEE

1. CAP GEMINI AMERICA LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4008544  
(FEI number, if applicable)
4. June 3, 1998  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Anticipate commencing business on or about 7/1 /98  
(Date first transacted business in Florida. (See Sections 608.501, 608.502, and 817.155, F.S.))
7. 1114 Avenue of the Americas  
New York, NY 10036  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

SEE ATTACHED EXHIBIT A

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of CAP GEMINI AMERICA LLC  
\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is Not to exceed  
\$ 200,000,000.00  
(This total includes amounts from 2 and 3 above.)

Eve B. Bolkin  
**Signature of a member or an authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

EVE B. BOLKIN, ASST SECRETARY

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT  
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF  
FLORIDA.

1. The name of the Limited Liability Company is:

CAP GEMINI AMERICA LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

By: Kicki Schriebe

(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

## **EXHIBIT A**

### **Managers**

Serge Kampf

Michel Jalabert

Eric Geoffrey Unwin

D. Michael Meyer

Pierre Hessler

### **Residence Address**

La Panicaut, Chem des Arriots  
38330 Biviers, France

30 Boulevard du Chateau  
92 Neuilly, France

17 Park Village West  
London N.W. 1 NW14AE  
U.K.

173 Quarter Horse Lane  
Fairfield, Connecticut 06430

21 Rue Monsieur  
Paris, France 75017

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAP GEMINI AMERICA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JUNE, A.D. 1998.

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

2903946 8300  
981250352



9166477  
06-26-98  
*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: