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American Management Systems, Inc.

~~00789-00734-00676-00671~~

January 14, 1999

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 AM 8:50

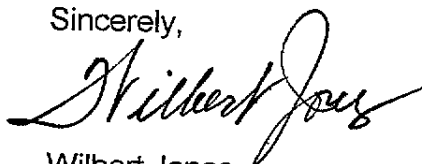
**Re: Virtual Information Processing Services, L.L.C.
Registration Fees**

Dear Sir/Madam:

Enclosed you will find a completed Application and Affidavit, a Designation of Registered Agent form, and a check for \$346.25 (the total registration fee). Please forward the Certified Copy and Certificate of Status to 4000 Legato Road, 4th Floor, Fairfax, VA 22033, Attn: Wilbert Jones.

If you have any questions or need additional information, please call me at (703) 267-8124.

Sincerely,



Wilbert Jones
Tax Accountant

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Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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

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

1. Virtual Information Processing Services, L.L.C.
(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. 36-4251483
(FEI number, if applicable)
4. September 29, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5560 Bee Ridge Road, Suite D-2
Sarasota, FL 34233
(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)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>See Attached</u>			

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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.)

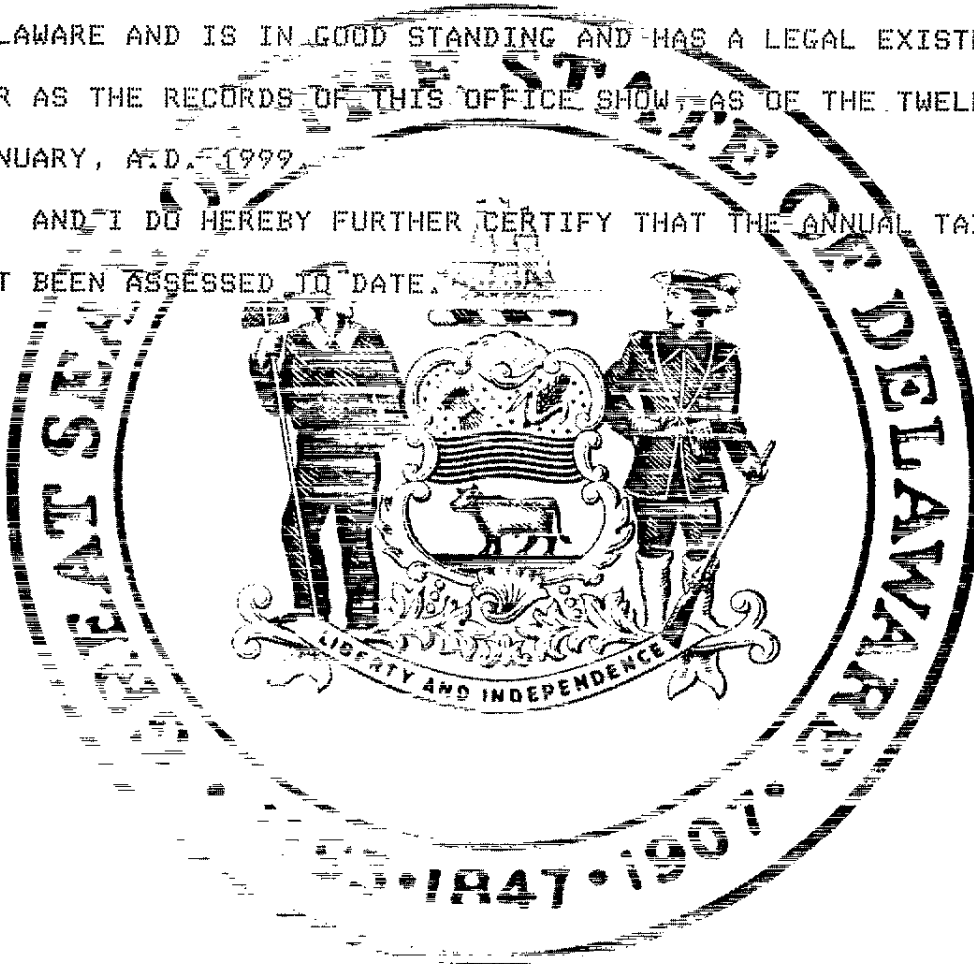
Virtual Information Processing Services, L.L.C. Managers

Name	Title	Business Address
Rick Witschonke	Manager	Three Twin Dolphin Dr. Redwood City, CA 94065 (605) 595-4600
Nancy Yurek	Manager	4000 Legato Road Fairfax, VA 22033 (703) 267-5400
Michael Manning	Manager	2 Bloor Street, Suite 900 Toronto, Ontario M4W 3E2 (416) 960-7301
Sandy Devine	Manager	4050 Legato Road Fairfax, VA 22033 (703) 267-8415
Kathleen O'Neill	Manager	55 Bloor Street West 15 th Floor Toronto, Ontario M4W 3N4 (416) 927-6392
Colin Smith	Manager	55 Bloor Street West 15 th Floor Toronto, Ontario M4W 3N5 (416) 927-2970
Peter Leblanc	Manager	55 Bloor Street West 10 th Floor Toronto, Ontario M4W 3N5 (416) 927-2500
Soren Christensen	Manager	115 S. LaSalle, 12 th floor Chicago, IL 60603 (312) 845-2008

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIRTUAL INFORMATION PROCESSING SERVICES, L.L.C." 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 TWELFTH DAY OF JANUARY, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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991013241

AUTHENTICATION:

9517374

DATE:

01-12-99

**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:

VIRTUAL INFORMATION PROCESSING SERVICES, L.L.C.

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL

33324

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.



(Signature)

Kevin J. Gallagher, Asst. VP

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of Virtual Information Processing Services, L.L.C. certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 7,200,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(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 \$ 7,200,000.
(This total includes amounts from 2 and 3 above.)

Nancy M Yurek

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.)

Nancy M. Yurek

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit