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*Law Offices of*  
*L. J. Arnold, III*  
*Attorney at Law*

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POST OFFICE BOX 1570  
GREEN COVE SPRINGS, FLORIDA  
32043-1570

March 13, 2000

FILED  
00 MAR 16 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE:  
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(904) 264-1512  
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State of Florida  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32399

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RE: Sitel, Inc.

Dear Staff:

Enclosed, please find Articles of Dissolution together with Exhibit "A". Please file said Dissolution accordingly, and return a certified copy to the undersigned in the enclosed return envelope.

We have also enclosed our check in the amount of \$43.75 representing the filing fee for the Articles of Dissolution and the fee for the certified copy.

For your convenience, we have enclosed an extra copy of the Articles of Dissolution, and a self-addressed, stamped envelope.

Please do not hesitate to call me should you have any questions.

Sincerely,

*L. J. Arnold*

L. J. Arnold, III

*lk*

LJAIII:lk  
Enclosures  
cc: Thomas Branch

*Uoldis*

V. SHEPARD MAR 27 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF DISSOLUTION

OF

SITEL, INC.

The name of this corporation is Sitel, Inc. (hereinafter called the "Corporation"). It was organized under the laws of the State of Florida on November 8, 1995.

The corporation has elected to dissolve pursuant to the unanimous written consent of all of its shareholders. A true copy of the Consent authorizing the dissolution as of FEB 7, 2000, is incorporated and attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 7 day of FEBRUARY, ~~1999~~, 2000 in Green Cove Springs, Florida.

By: Thomas J. Branch  
President - Thomas J. Branch

ATTEST:

Wayne Holmok  
Secretary - Wayne Holmok

State of Florida  
County of Clay

Before me personally appeared THOMAS J. BRANCH, President, known to me and known to be the person who executed the foregoing Articles of Dissolution.



Sara M. Gallagher  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires: April 15, 2000

**EXHIBIT "A"**

UNANIMOUS SHAREHOLDER CONSENT  
TO DISSOLVE AND LIQUIDATE  
SITEL, INC.

We, all of the outstanding shareholders of Sitel, Inc., hereby agree and consent that this corporation owned by us, shall be and the same is hereby dissolved upon the filing of the Articles of Dissolution with the Secretary of State of the State of Florida.

We hereby waive the necessity for and notice of any meeting to take such action, and we authorize the appropriate corporate officers to file the Articles of Dissolution with the Secretary of State of the State of Florida.

1. All liabilities and obligations of the corporation will be paid or discharged, or adequate provision will be made for them.

2. The corporation will distribute all of its' property and assets within ninety (90) days from the date of this Consent to the appropriate shareholders.

3. The officers of the corporation are hereby authorized to sell or otherwise liquidate all of the properties and assets of the corporation that they deem necessary and advantageous to facilitate the liquidation of the corporation.

4. The officers of the corporation are authorized to do any and all things necessary and convenient to carry out this plan of liquidation and dissolution, and to effect, including, but not limited to, the following:

- (a) Execution any and all instruments of conveyance;
- (b) Paying all taxes and fees;
- (c) Executing any and all documents required by law to be filed;
- (d) Retaining professional advisors; and
- E) Doing all things necessary and convenient to effect the dissolution of the corporation.

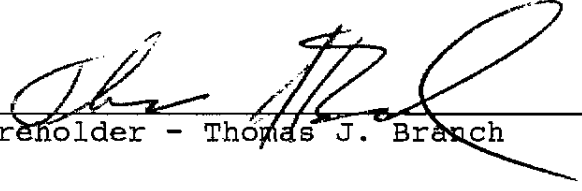
5. After the provision for, or the payment of, the known debts and liabilities of the corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the corporation to the shareholders of record according to their respective rights and interest in exchange for their shares of the corporation.

EXECUTED by each shareholder on the date his signature appears below, and effective upon the last date a shareholder signs this Consent.

(REMAINDER OF THIS PAGE WAS INTENTIONALLY LEFT BLANK)

WE, the undersigned shareholder of Sitel, Inc., have read the above UNANIMOUS SHAREHOLDER CONSENT TO DISSOLVE AND LIQUIDATE SITEL, INC., and hereby approve, ratify, confirm and consent to same and approve all acts done by the officers to fully accomplish this act.

Dated: 2-7-00

By:   
Shareholder - Thomas J. Branch

Fax émis par : 8169328219  
Fax reçu de : 2162517553

WAFERSCALE

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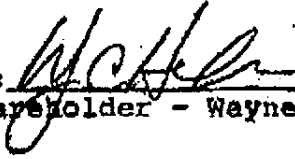
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WE, the undersigned shareholder of Sitel, Inc., have read the above UNANIMOUS SHAREHOLDER CONSENT TO DISSOLVE AND LIQUIDATE SITEL, INC., and hereby approve, ratify, confirm and consent to same and approve all acts done by the officers to fully accomplish this act.

Dated: 12-6-99

By:   
Shareholder - Wayne Holmok

Fax émis par : 8169328219  
Fax reçu de : 2162517553

WAFERSCALE

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P.06

WE, the undersigned shareholder of Sitel, Inc., have read the above UNANIMOUS SHAREHOLDER CONSENT TO DISSOLVE AND LIQUIDATE SITEL, INC., and hereby approve, ratify, confirm and consent to same and approve all acts done by the officers to fully accomplish this act.

Dated: 12-6-99

By: 

Shareholder - Gregory Lebkowski

Fax émis par : 0169320219  
fax reçu de : 2162017553

WAFERSCALE

A4->A4 01/12/99 11:48 Pg: 8/8

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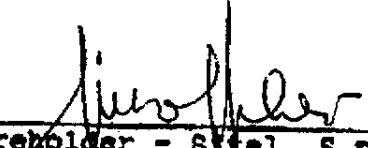
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P.07

WE, the undersigned shareholder of Sitel, Inc., have read the above UNANIMOUS SHAREHOLDER CONSENT TO DISSOLVE AND LIQUIDATE SITEL, INC., and hereby approve, ratify, confirm and consent to same and approve all acts done by the officers to fully accomplish this act.

Dated: 12-6-99

By:   
Shareholder - Sitel, S.p.A.