

State of Idaho

Office of the Secretary of State

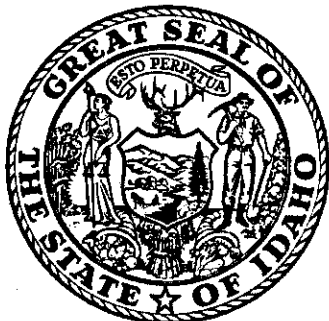
**CERTIFICATE OF AUTHORITY
OF
FIRSTSOURCE SOLUTIONS USA, INC.**

File Number C 175703

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: November 1, 2007



Ben Yursa

SECRETARY OF STATE

By _____

A large, stylized handwritten signature of Ben Yursa, consisting of several loops and a long horizontal stroke at the end.

FILED EFFECTIVE



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

07 NOV -1 AM 9: 02

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is:
Firstsource Solutions USA, Inc.
- The name which it shall use in Idaho is: _____
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 04/06/2000
- The address of its principal office is:
177 Broad Street, 10th Floor, Stamford, CT 06901
- The address to which correspondence should be addressed, if different from item 5, is:

- The street address of its registered office in Idaho is: 1423 Tyrell Lane, Boise, Idaho 83706
and its registered agent in Idaho at that address is: National Registered Agents, Inc.
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>John A. Cutrone</u>	<u>President</u>	<u>177 Broad St., 10th Fl., Stamford, CT 06901</u>
<u>Arjun Mitra</u>	<u>VP Finance</u>	<u>177 Broad St., 10th Fl., Stamford, CT 06901</u>
<u>Usha Shrivastava</u>	<u>Secretary</u>	<u>850 Stephenson Hwy, Ste 508, Troy, MI 48068</u>
<u>Scott M. Shafer</u>	<u>Director</u>	<u>927 White Hawk Ranch Dr., Boulder, CO 80303</u>
<u>Ananda R. Mukerji</u>	<u>Director</u>	<u>6th Floor Peninsula Chambers Ganpatrao Kadam Marg, Lower Parel Mumbai, 400 013, India</u>
<u>Rahul Basu</u>	<u>Director</u>	<u>6th Floor Peninsula Chambers Ganpatrao Kadam Marg, Lower Parel Mumbai, 400 013 India</u>

Dated: 10/15/07

Signature: *John A. Cutrone*

Typed Name: John A. Cutrone

Capacity: President

Customer Acct # : _____

(If using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
11/01/2007 05:00
CK: 1395 CT: 190185 BH: 1083343
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Web Form

C175703

Delaware

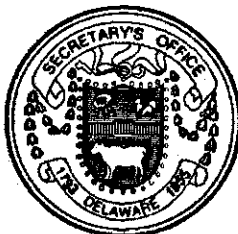
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRSTSOURCE SOLUTIONS USA, 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 EIGHTEENTH DAY OF OCTOBER, A.D. 2007.

3207813 8300

071087517



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6085036

DATE: 10-18-07