

# State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY  
OF  
CONVERGYS CUSTOMER MANAGEMENT GROUP INC.  
File Number C 129566

I PETE T. CENARRUSA, 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: July 6, 1999



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Kerri Kroesch*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

99 JUL -6 AM 10:41  
STATE OF IDAHO

To the Secretary of State of Idaho:

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

- The name of the corporation is Convergys Customer Management Group Inc.
- The name which it shall use in Idaho is same as #1
- It is incorporated under the laws of Ohio
- Its date of incorporation is 10/14/88
- The address of its principal office is 201 East Fourth St., Cincinnati, OH 45202
- The address to which correspondence should be addressed, if different from item 5, is same as #5
- The street address of its registered office in Idaho is 1401 Shoreline Dr., Boise, ID 83702  
\_\_\_\_\_, and its registered agent in Idaho at that address is Corporation Service Company
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached list</u>		

Dated: \_\_\_\_\_

Convergys Customer Management Group Inc.

(Corporation name)

By

Claude Schatz

Its

Vice President - Legal

(specify capacity of signer)

IDAHO SECRETARY OF STATE

Customer Account

07/06/1999 09:00

(if using pre-printed form)

Secretary of State use only

1 @ 100.00 = 100.00 AUTH PRO # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

Revised 7/97

g:\corpforms\ACA.pmf

C129566

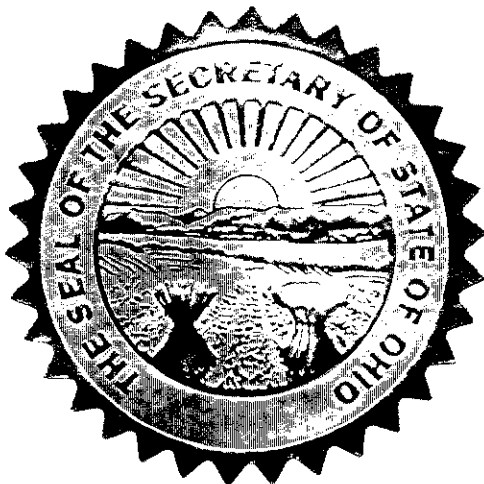
Officers and Directors of  
CONVERGYS Customer Management Group Inc.

<u>Name</u>	<u>Address</u>	<u>Title</u>
James F. Orr	201 East Fourth Street, Suite 102-700 Cincinnati, OH 45202	Director
David F. Dougherty	201 East Fourth Street, Suite 102-805 Cincinnati, OH 45202	President and Chief Executive Officer
Ronald E. Schultz	201 East Fourth Street, Suite 102-805 Cincinnati, OH 45202	Chief Operating Officer
J.P. Poland	201 East Fourth Street, Suite 102-805 Cincinnati, OH 45202	Senior Vice President, Finance and Accounting
Robert T. Enos	201 East Fourth Street, Suite 102-805 Cincinnati, OH 45202	Senior Vice President, Human Resources
Basil Bennett	201 East Fourth Street, Suite 102-805 Cincinnati, OH 45202	President, Teleservices Solutions Group
Claudia Schaefer	201 East Fourth Street, Suite 102-805 Cincinnati, OH 45202	Vice President, General Counsel and Secretary
Ted J. Cwiok	201 East Fourth Street, Suite 102-805 Cincinnati, OH 45202	Vice President, Corporate Technology
John C. Freker	201 East Fourth Street, Suite 102-805 Cincinnati, OH 45202	President, Custom Solutions Group
Garth A. Howard	201 East Fourth Street, Suite 102-805 Cincinnati, OH 45202	President, Direct Broadcast Satellite Division
Monica M. Mehan	201 East Fourth Street, Suite 102-805 Cincinnati, OH 45202	President, Communication Alliance Group
Pete Lytle	201 East Fourth Street, Suite 102-805 Cincinnati, OH 45202	Vice President, Operations
Thomas P. Mehnert	201 East Fourth Street, Suite 102-732 Cincinnati, OH 45202	Assistant Secretary

**UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.**



*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show CONVERGYS CUSTOMER MANAGEMENT GROUP INC., an Ohio Corporation, Charter No. 734414, having its principal location in Cincinnati, County of Hamilton, was incorporated on October 1, 1988, is currently in GOOD STANDING upon the records of this office.*



WITNESS my hand and official  
seal at Columbus, Ohio on  
July 1, 1999

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell  
Secretary of State