

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

CGI SYSTEMS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CGI SYSTEMS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to CGI SYSTEMS, INC. to transact business in this State under the name CGI SYSTEMS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 2, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

APR 2 10 18 AM '92
SECRETARY OF STATE

1. The name of the corporation is CGI Systems, Inc.
2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware
4. The date of its incorporation is November 27, 1991 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5. 1180 West Swedesford Road, Ste. 350, Berwyn, Pennsylvania 19312
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Design and implementation of computer systems.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached Rider</u>		

(continued on reverse)

Name

Office

Address

SECRETARY OF STATE

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 26, 1991

OGI Systems, Inc.
(Corporation Name)

By Joseph H. Ferrandino
Joseph Ferrandino, Its President / ~~VICE PRESIDENT~~ (please specify)

and John Ferguson
John Ferguson, Its Secretary / ~~VICE SECRETARY~~ (please specify)

STATE OF District of Columbia)
COUNTY OF Columbia) ss:

I, Sue Ann McCathran, a notary public, do hereby certify that on this 26th day of December, 19 91, personally appeared before me John Ferguson, who being by me first duly sworn, declared that (s)he is the Secretary of OGI Systems, Inc.

that (s)he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

Sue Ann McCathran
Notary Public

My Commission expires: March 31, 1993

CGI Systems, Inc.

Directors:

Bernard Chapot
11 rue de la Fontaine
78770 Bailly, FRANCE

Robert Mallet
1 Square Lamartine
75116 Paris, FRANCE

Pascall Garrigue
Compagnie Generale
d'Informatique
34 rue du Chateau des
Rentiers
75013 Paris, FRANCE

Claude Gros
4595 Fieldston Road
Riverdale, New York 10471

Richard Ramsdell
4 Joy Road
Suffern, New York 10901

Joseph Ferrandino
2573 Crum Creek Road
Berwyn, Pennsylvania 19312

Officers:

Robert Mallet
Chairman
1 Square Lamartine
75116 Paris, FRANCE

Bernard Chapot
Vice Chairman
11 rue de la Fontaine
78770 Bailly, FRANCE

Joseph Ferrandino
President, Chief
Operating Officer
2573 Crum Creek Road
Berwyn, Pennsylvania 19312

Richard Ramsdell
Vice President
4 Joy Road
Suffern, New York 10901

Bernard Maury
Vice President
930 Protano Lane
Mamaroneck, New York 10543

Richard Bryant
Vice President
28 Toft Woods Way
Media, PA 19063

Samuel Porreca
Vice President
276 Heather Road
King of Prussia, PA 19406

Joseph Ferrandino
Treasurer
2573 Crum Creek Road
Berwyn, Pennsylvania 19312

John R. Ferguson
Secretary
323 South St. Asaph Street
Alexandria, Virginia 22314

Claude Gros
Assistant Secretary
4595 Fieldston Road
Riverdale, New York 10471

David W. Hunt
Assistant Secretary
6308 Hardy Drive
McLean, Virginia 22101

State of Delaware



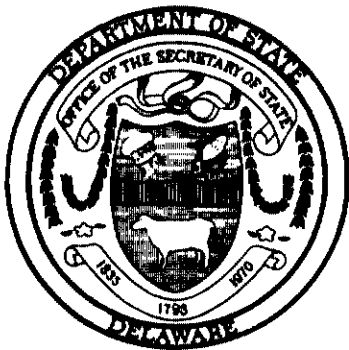
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SECRETARY OF STATE

Office of Secretary of State

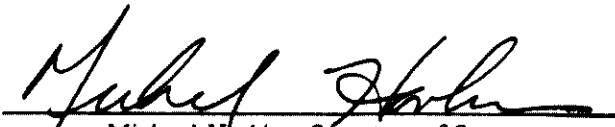
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CGI SYSTEMS, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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

* * * * *



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Michael Harkins, Secretary of State

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AUTHENTICATION:

DATE:

12/27/1991