

State of Idaho

Office of the Secretary of State

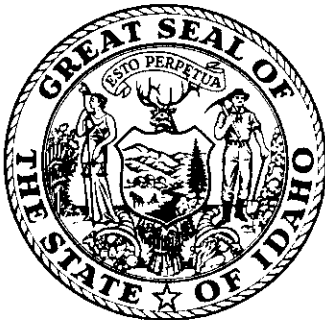
**CERTIFICATE OF AUTHORITY
OF
SUTHERLAND GLOBAL SERVICES INC.**

File Number C 156321

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: 3 September 2004



Ben Yursa

SECRETARY OF STATE

By *Meryl Davies*

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

SEP - 3 AM 10:41
SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:

Sutherland Global Services Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: New York

4. Its date of incorporation is: 03/07/1986

5. The address of its principal office is:

1160 Pittsford-Victor Rd., Pittsford, NY 14534

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street, Boise, ID 83702
and its registered agent in Idaho at that address is: C T Corporation System

8. The names and respective business addresses of its directors and officers are: **SEE ATTACHMENT**

Name	Office	Address
<u>Dilip Vellodi</u>	<u>CEO/Director</u>	<u>1160 Pittsford-Victor Rd., Pittsford, NY 14534</u>
<u>T R Santhanakrishnan</u>	<u>CFO/Director</u>	<u>1160 Pittsford-Victor Rd., Pittsford, NY 14534</u>
<u>D Muthu Narayanan</u>	<u>VP Finance/Director</u>	<u>1160 Pittsford-Victor Rd., Pittsford, NY 14534</u>
<u>Fred Harman</u>	<u>Director</u>	<u>525 University Ave., Palo Alto, CA 94301</u>
<u>Ren Riley</u>	<u>Director</u>	<u>525 University Ave., Palo Alto, CA 94301</u>
<u>Dan Lang</u>	<u>Sr. VP Global Market Devel</u>	<u>1160 Pittsford-Victor Rd., Pittsford, NY 14534</u>

Dated: 8/26/2004

Signature: _____

Typed Name: Sumanth Cidambi

Capacity: Vice President

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

q:\comp\form\stocr
form\stocr\for cert\auth\only, govt p-16
Revised 07/2002

IDAHO SECRETARY OF STATE
09/03/2004 05:00
CK: 92396 CT: 20168 BH: 764441
1 @ 100.00 = 100.00 AUTH PRO # 2

C156321

Sutherland Global Services Officers & Directors

Name	Title	Address
Dilip Vellodi	Chairman & CEO	1160 Pittsford Victor Rd., Pittsford, NY 14534
T R Santhanakrishnan	Secretary & CFO	1160 Pittsford Victor Rd., Pittsford, NY 14534
D Muthu Narayanan	Director & VP Finance	1160 Pittsford Victor Rd., Pittsford, NY 14534
Fred Harman	Director	525 University Ave., Suite 1300, Palo Alto, CA 94301
Ren Riley	Director	525 University Ave., Suite 1300, Palo Alto, CA 94301
Bharat Chadda	Sr. VP India Operations	1160 Pittsford Victor Rd., Pittsford, NY 14534
Dan Lang	Sr. VP Global Mkt Development	69 Cascade Dr., 1st Floor, Rochester, NY 14614
Tom Stuewe	Sr. VP Service Delivery	1180 Jefferson Rd., Rochester, NY 14623
Prem Puthur	CTO	1180 Jefferson Rd., Rochester, NY 14623
Sumanth Cidambi	VP Finance	1160 Pittsford Victor Rd., Pittsford, NY 14534
Dick Rapach	Sr. VP Operations	1160 Pittsford Victor Rd., Pittsford, NY 14534
Joe Buggy	VP Client Services	69 Cascade Dr., 1st Floor, Rochester, NY 14614
Chris Crowley	VP Sales	69 Cascade Dr., 1st Floor, Rochester, NY 14614
John Abou	VP Account Management	1180 Jefferson Rd., Rochester, NY 14623
Jeff Mortlock	VP Tech Support	1180 Jefferson Rd., Rochester, NY 14623
Brian Lemon	VP Customer Care	1180 Jefferson Rd., Rochester, NY 14623
Ron Petrie	VP Staffing & Operations	69 Cascade Dr., 1st Floor, Rochester, NY 14614

State of New York Department of State } ss:

I hereby certify, that the Certificate of Incorporation of SUTHERLAND GLOBAL SERVICES INC. was filed on 03/07/1986, under the name of THE TRIAD MARKETING GROUP, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment THE TRIAD MARKETING GROUP, INC., changing its name to THE SUTHERLAND GROUP LTD., was filed 11/28/1986.

A Certificate of Amendment THE SUTHERLAND GROUP LTD., changing its name to SUTHERLAND GLOBAL SERVICES INC., was filed 04/05/2004.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 01st day of September
two thousand and four.

Secretary of State