

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
CAP GEMINI AMERICA, INC.**

File Number C 135891

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: October 11, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

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 Cap Gemini America, Inc.
- The name which it shall use in Idaho is Cap Gemini America, Inc.
- It is incorporated under the laws of New Jersey
- Its date of incorporation is 12/18/84
- The address of its principal office is 1114 Avenue of the Americas
New York, NY 10036
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is 1401 Shoreline Drive, Boise, Idaho 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 officers/directors rider</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: October 2, 2000

Cap Gemini America, Inc.
(Corporation name)

By *Ken Swarbrick*

Ken Swarbrick

Its President
(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

IDAHO SECRETARY OF STATE
Secretary of State use only

10/12/2000 09:00
CK: 14271 CT: 19577 DN: 353899

1 @ 100.00 = 100.00 AUTH PRO # 5
1 @ 20.00 = 20.00 EXPEDITE C # 6

Revised 7/97
g:\corpforms\ACA.pmf

SECRET
OCT 11 11 30 PM '00

CAP GEMINI AMERICA, INC. AS OF OCTOBER 1, 2000
OFFICERS & DIRECTORS

Oct 11 1 30 PM '00
SECURITY
STAMP

OFFICERS

TITLE/BUSINESS ADDRESS

KENNETH SWARBRICK

PRESIDENT & CHIEF OPERATING OFFICER
1114 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

DAVID ZARFES

SECRETARY
1114 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

FRANK BRYDZINSKI

TREASURER
1114 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

EVE B. BOLKIN

ASSISTANT SECRETARY
1114 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

ROB COWELL

TAX OFFICER
1114 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

DIRECTORS

TITLE/BUSINESS ADDRESS

PIERRE HESSLER

11 RUE DE TILSITT
PLACE DE L'ETOILE
75017 PARIS, FRANCE

MICHEL JALABERT

11 RUE DE TILSITT
PLACE DE L'ETOILE
75017 PARIS, FRANCE

SERGE KAMPF

11 RUE DE TILSITT
PLACE DE L'ETOILE
75017 PARIS, FRANCE

ERNEST-ANTOINE SEILLIERE

11 RUE DE TILSITT
PLACE DE L'ETOILE
75017 PARIS, FRANCE

ERIC GEOFFREY UNWIN

130 SHAFTESBURY AVE
LONDON S1V 8HH
U.K.

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

CAP GEMINI AMERICA, INC.
With the Previous or Alternate Name
CAP GEMINI ERNST & YOUNG U.S.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on December 18, 1984.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*Corporation Service Company
830 Bear Tavern Rd
Trenton, NJ 08628*

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*STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING*

*CAP GEMINI AMERICA, INC.
With the Previous or Alternate Name
CAP GEMINI ERNST & YOUNG U.S.*



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
6th day of October, 2000*

A handwritten signature in black ink that reads "Roland M. Machold". The signature is written in a cursive style.

*Roland M Machold
Treasurer*