

STATEMENT AND DESIGNATION
BY
FOREIGN CORPORATION

2182255

DO NOT WRITE IN THIS SPACE

FILED
in the office of the Secretary of State
of the State of California

NOV 15 1999

Bill Jones
BILL JONES, Secretary of State

IBM Global Services India Private Limited

(Name of Corporation)

a corporation organized and existing under the laws of India,
(State or Place of Incorporation)
makes the following statements and designation:

1. The address of its principal executive office is Ground Floor, Golden Enclave,
Airport Road, Bangalore, India 560-017

(Insert complete address of principal executive office wherever located.)

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2. The address of its principal office in the State of California is _____

818 West Seventh Street, Los Angeles, California 90017

(Insert complete address of principal office in California.)

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DESIGNATION OF AGENT FOR SERVICE OF PROCESS WITHIN THE STATE OF CALIFORNIA

3. (Use this paragraph if the process agent is a natural person.)

a natural person residing in the State of California, whose complete address is

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is designated as its agent upon whom process directed to the corporation may be
served within the State of California in the manner provided by law.

(FORM TO BE COMPLETED ON REVERSE SIDE)

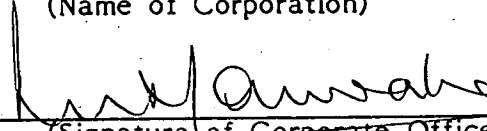
4. (Use this paragraph if the process agent is a corporation.)

C T Corporation System, a corporation organized and existing under the laws of Delaware is designated as agent upon whom process directed to the undersigned corporation may be served within the State of California, in the manner provided by law.

NOTE: Before it may be designated by any foreign corporation as its agent for service of process, a corporate agent must comply with Section 1505, California Corporations Code. (See instruction 2.)

5. The undersigned corporation hereby irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the Secretary of State of the State of California if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.

IBM Global Services India Private Limited
(Name of Corporation)


(Signature of Corporate Officer)

RAVINDRA MARWAHA CEO
(Typed Name and Title of Officer Signing)

INSTRUCTIONS:

1. There must be annexed to this statement, an original certificate by an authorized public official of the state or place of incorporation of the corporation, to the effect that the corporation making the statement is an existing corporation in good standing in that state or place. IF A NONPROFIT CORPORATION IS TO BE QUALIFIED, the certificate must also indicate that the corporation is a nonstock, nonprofit corporation.
2. No domestic corporation may be designated as agent for service of process unless it has filed with the Secretary of State the certificate provided for by Section 1505, California Corporations Code (CCC), and no foreign corporation may be designated unless it has qualified for the transaction of intrastate business in California and has filed with the Secretary of State of the State of California the certificate provided for by Section 1505, CCC. A domestic or foreign corporation must be currently authorized to engage in business in this State and be in good standing status on the records of the Secretary of State of the State of California, in order to file a certificate pursuant to this section.

NOTE: A CORPORATION CANNOT ACT FOR ITSELF AS AGENT FOR SERVICE OF PROCESS.

3. If a corporation is required to qualify under an assumed name (name other than the true corporate name) pursuant to Section 2106(b), CCC, then in the first line of this statement set out the correct corporate name, followed by "which will do business in California as _____," setting forth the assumed name in the space indicated. The assumed name should not be set out in connection with the corporate name anywhere else in the statement.
4. If the corporation changes its name the corporation must file an Amended Statement by Foreign Corporation. A form may be obtained from the Secretary of State.



प्रारूप० आई० आर०

Form I.R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता० का से०.....

No. 08/ 22382..... of 1997.....

मैं एतद्ध रा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that**IBM GLOBAL SERVICES INDIA**.....
.....**PRIVATE LIMITED.**.....

is this day incorporated under the Companies Act, 1956 (No.1 of 1956) and that the company is limited.

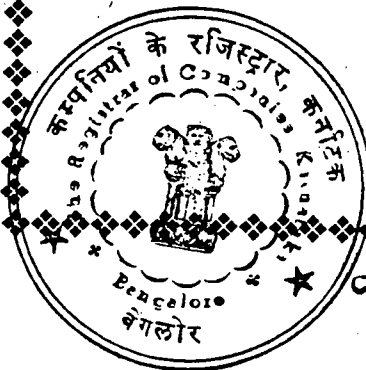
मेरे हस्ताक्षर से आज ता० को दिया गया ।

Given under my hand at Bangalore this**THIRTEENTH**.....
day of**JUNE**..... one thousand nine hundred and
ninety**SEVEN**.....

(**B.K. BANSAL**).
कम्पनियों का रजिस्ट्रार

कर्नाटक बेंगलूर

Registrar of Companies,
KARNATAKA, BANGALORE.



Certified that this is the

XEROX TRUE COPY

A. IDINABBA B. Sc, LL.B.

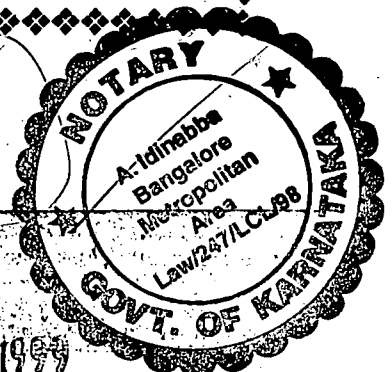
Advocate and Notary

No. 2282/E, HAL-2nd Stage

18th Main Road, Indiranagar

BANGALORE - 560 008.

Phone : 5275367



13 OCT 1997