

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2009 NOV 17 PM 12:01

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is TCS e-Serve America, Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 02/10/2009 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 of its proposed registered office in Rhode Island is 155 South Main Street, Suite 301 (Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at (City/Town) (Zip Code)

that address is C T Corporation System (Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Business Processing Outsourcing Services Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with 2 columns: Name, Address. Rows include Abid Ali Neemuchwala, Satyanarayan S. Hedge, Dharmesh Gandhi, and Tata Consultancy Services.

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>Abid Ali Neemuchwala</u>	<u>TCS America, 3010 LBJ Freeway, Suite 715, Dallas, TX 75234</u>
Vice President	<u>Satyanarayan S. Hedge</u>	<u>TCS America, 101 Park Avenue, New York, NY 10178</u>
Treasurer	<u>Dharmesh Gandhi</u>	<u>Tata Consultancy Services, 379 Thornall Street, 11th Floor, Edison, NJ 08837</u>
Secretary	<u></u>	<u></u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>27,600</u>	<u>Common</u>	<u></u>	<u>\$10.0000</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 250000.0000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1500000.0000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0% [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11.9.09


Signature of Authorized Officer of the Corporation

Satyanarayan S. Hedge, Vice President
Type or Print Name of Authorized Officer

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TCS E-SERVE AMERICA, 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 TENTH DAY OF NOVEMBER, A.D. 2009.

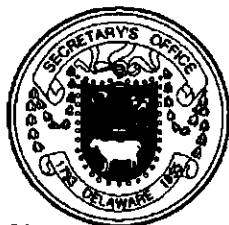
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TCS E-SERVE AMERICA, INC." WAS INCORPORATED ON THE TENTH DAY OF FEBRUARY, A.D. 2009.

4654240 8300

091005484

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7632837

DATE: 11-10-09



Date: November 18, 2009

CONSENT

**State of Rhode Island And Providence Plantations
Office of Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615**

We are providing this written CONSENT in support of the application of TCS e-Serve America, Inc., for Certificate of Authority. TCS e-Serve America, Inc., a Delaware corporation, is a wholly owned subsidiary of our company and we have no objection for the use of the name by TCS e-Serve America, Inc in connection with its proposed business in the State of Rhode Island And Providence Plantations. Accordingly, TCS e-Serve International Limited hereby CONSENT to your granting TCS e-Serve America, Inc., the Certificate of Authority to carry on business in the State of Rhode Island And Providence Plantations in its name as TCS e-Serve America, Inc.

A handwritten signature in black ink, appearing to read 'Rahul Singh'.

Name: Rahul Singh
Title: Chairman & Managing Director

TATA CONSULTANCY SERVICES

TCS e-Serve International Limited

7th Floor, Block 5, DLF IT Park, 1/124, Mount Poonamallee Road, Shivaji Garden, Moon Light Stop,
Nandambakkam Post, Manapakkam, Chennai - 600089. website www.tcs.com
Registered Office : Tower A, 2nd Floor Building No.6, W Block, DLF Phase III Gurgaon 122 002, India.



Date: November 18, 2009

CONSENT

**State of Rhode Island And Providence Plantations
Office of Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615**

We are providing this written CONSENT in support of the application of TCS e-Serve America, Inc., for Certificate of Authority. TCS e-Serve America, Inc., a Delaware corporation, is an indirect wholly owned subsidiary of our company and we have no objection for the use of the name by TCS e-Serve America, Inc in connection with its proposed business in the State of Rhode Island And Providence Plantations. Accordingly, TCS e-Serve Limited hereby CONSENT to your granting TCS e-Serve America, Inc., the Certificate of Authority to carry on business in the State of Rhode Island And Providence Plantations in its name as TCS e-Serve America, Inc.

A handwritten signature in black ink, appearing to read 'Rahul Singh', written over a horizontal line.

Name: Rahul Singh
Title: CEO & Managing Director

TATA CONSULTANCY SERVICES

TCS e-Serve Limited

223, Nesco Compound, Goregaon (East), Mumbai 400 063, India
Tel 91 22 6766 5318 Fax 91 22 6766 5322 website www.tcs.com

Registered Office : "Infinity", 2nd Floor, Building No. 10, Mindspace, Link Road, Malad (West), Mumbai 400 064.