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114413



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Cap Gemini Ernst & Young U.S. LLC

108760, 9804/8, 9804/9, 9805/3

OK  
letters  
attached

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is March 7, 2000

5. The period of duration of the limited liability company is (if perpetual, so state) December 31, 2030

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street

Providence

RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is CT CORPORATION SYSTEM

(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County,

Delaware 19801

9. The mailing address for the limited liability company is:

c/o CT Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County,

Delaware 19801

RECEIVED  
OFFICE OF THE SECRETARY OF STATE  
SEP 13 2000

FILED

SEP 13 2000

By 11069200890



**OFFICE OF THE GENERAL COUNSEL**

**Eve B. Bolkin**

Associate General Counsel

CAP GEMINI AMERICA, INC.  
1114 Avenue of the Americas  
29th Floor  
New York, NY 10036-7792  
Tel: (212) 944-6464, x238  
Fax: (212) 944-8624

June 27, 2000

Re: Cap Gemini Ernst & Young U.S. LLC

Secretary of State of Rhode Island:

I am Assistant Secretary of Cap Gemini America, Inc. ("CGA"), a New Jersey corporation. On behalf CGA, I hereby state that CGA consents to the use, in any and all jurisdictions, by Cap Gemini Ernst & Young U.S. LLC, a Delaware limited liability company, of a name that is similar to CGA's own name.

If you have any questions or need further information, please do not hesitate to contact me at (212) 944-6464 x238.

Sincerely,



Eve B. Bolkin

**FILED**

**SEP 13 2000**

By 

**ERNST & YOUNG U.S. LLP  
787 SEVENTH AVENUE  
NEW YORK, NEW YORK 10019**

July 26, 2000

RE: Cap Gemini Ernst & Young U.S. LLC

To the Secretary of State of the State of Rhode Island:

Ernst & Young U.S. LLP hereby consents to the registration of the name Cap Gemini Ernst & Young U.S. LLC, by Cap Gemini Ernst & Young U.S. LLC, a Delaware limited liability company, thereby allowing it to do business in the State of Rhode Island.

In addition, Ernst & Young U.S. LLP consents to Cap Gemini America, Inc., a New Jersey corporation, doing business as Cap Gemini Ernst & Young U.S. in the State of Rhode Island.

ERNST & YOUNG U.S. LLP

By: 

Douglas M. Galin  
Deputy General Counsel

**FILED**

SEP 13 2000

By: 

**ERNST & YOUNG INVESTMENT ADVISERS LLP  
787 SEVENTH AVENUE  
NEW YORK, NEW YORK 10019**

July 26, 2000

RE: Cap Gemini Ernst & Young U.S. LLC

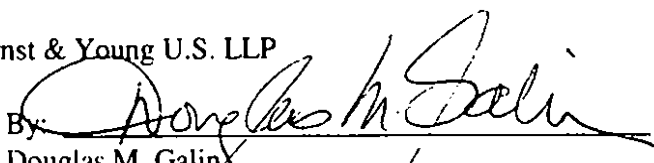
To the Secretary of State of the State of Rhode Island:

Ernst & Young Investment Advisers LLP hereby consents to the registration of the name Cap Gemini Ernst & Young U.S. LLC, by Cap Gemini Ernst & Young U.S. LLC, a Delaware limited liability company, thereby allowing it to do business in the State of Rhode Island.

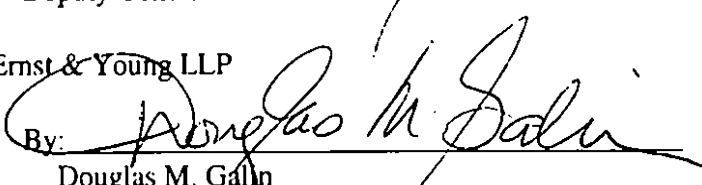
In addition, Ernst & Young Investment Advisers LLP consents to Cap Gemini America Inc., a New Jersey corporation, doing business as Cap Gemini Ernst & Young U.S. in the State of Rhode Island.

**ERNST & YOUNG INVESTMENT ADVISERS LLP**

By: Ernst & Young U.S. LLP

By:   
Douglas M. Galin  
Deputy General Counsel

By: Ernst & Young LLP

By:   
Douglas M. Galin  
Deputy General Counsel

**FILED**

SEP 13 2000

By: 

July 26, 2000


RE: Cap Gemini Ernst & Young U.S. LLC

To the Secretary of State of the State of Rhode Island:

Ernst & Young LLP, hereby consents to the registration of the name Cap Gemini Ernst & Young U.S. LLC, by Cap Gemini Ernst & Young U.S. LLC, a Delaware limited liability company, thereby allowing it to do business in the State of Rhode Island.

In addition, Ernst & Young LLP consents to Cap Gemini America, Inc., a New Jersey corporation, doing business as Cap Gemini Ernst & Young U.S. in the State of Rhode Island.

ERNST & YOUNG LLP

By:   
Douglas M. Galin  
Deputy General Counsel

**FILED**

SEP 13 2000

By: 