

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 133523



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 PA Consulting Group, Inc.

2. It is incorporated under the laws of New Jersey

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:

N/A

(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:

N/A

4. The date of its incorporation is January 28, 1980 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:

315A Enterprise Drive Plainsboro IJ 0853

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard

(Street Address, not P.O. Box)

Warwick

RI 02888

(City/Town)

(Zip Code)

and the name of its proposed registered agent in Rhode Island at

that address is National Corporate Research, Ltd.

(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Consulting Services

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>Jon Moynihan</u>	<u>123 Buckingham Palace Road, London, SW1W 9SR, UK</u>
Director	<u>Simon Herrick (CFO)</u>	<u>123 Buckingham Palace Road, London, SW1W 9SR, UK</u>
President	<u>Jon Moynihan</u>	<u>123 Buckingham Palace Road, London, SW1W 9SR, UK</u>
Vice President	<u>None</u>	
Treasurer	<u>Jon Kanter</u>	<u>123 Buckingham Palace Road, London, SW1W 9SR, UK</u>
Secretary	<u>Maxine Drabble</u>	<u>123 Buckingham Palace Road, London, SW1W 9SR UK</u>

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By [Signature]
3580

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
20 Million	Common	0	Without par value

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
15,744,944	Common	0	Without par value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is

\$ 130,000,000

- (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].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is

\$ 27,000,000

- (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].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: July 21, 2003

PA Consulting Group, Inc.

Print Exact Name of Corporation Making Application

By [Signature]

☒ President or ☐ Vice President (check one)

By [Signature] ^{AND}

☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF NEW YORK
COUNTY OF NEW YORK

in New York, NY, on this 21st day of July, 2003, personally appeared

before me Jon Moynihan and Mark Colley who, being by me first duly sworn, declared that ~~he/she~~ ^{They} ~~are~~ is the President and Assistant Secretary of the corporation and that ~~he/she~~ ^{They} signed the foregoing document as such officers of the corporation, and that the statements herein contained are true.

DEREK T. LIVELY
Notary Public, State of New York
No. 01L16072406
Qualified in Bronx County
Commission Expires April 1, 2006

Notary Public

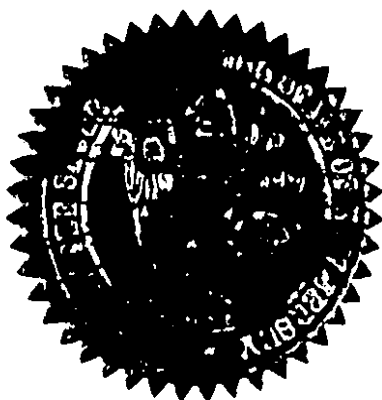
My Commission Expires: April 1, 2006

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

PA CONSULTING GROUP, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Incorporation and Amendments, Mergers
Restated and Name Changes
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
24th day of July, 2003



A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E. McCormac, CPA
State Treasurer