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ACCOUNT NO. : 072100000032
REFERENCE : 592757 5151781
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
02 JAN -4 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 3, 2002
ORDER TIME : 10:04 AM
ORDER NO. : 592757-005
CUSTOMER NO: 5151781
CUSTOMER: Mr. Michael Wittig
Legato Systems, Inc
2350 El Camino Real
Mountain View, CA 94040

RECEIVED
02 JAN -4 AM 11:27
SECRETARY OF STATE
DIVISION OF CORPORATE AND
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: LEGATO SYSTEMS, INC.

7

XXXX QUALIFICATION (TYPE: CO)

400004751224--5
-01/04/02--01034--010
*****78.75 *****78.75

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

BK

TRANSMITTAL LETTER

02 JAN -4 PM 1:58
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: LEGATO SYSTEMS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MICHAEL WITTIG
(Name of Person)
LEGATO SYSTEMS, INC.
(Firm/Company)
2350 EL CAMINO REAL
(Address)
MOUNTAIN VIEW, CA 94040
(City/State and Zip code)

For further information concerning this matter, please call:

MICHAEL WITTIG at (650) 210-7000
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. LEGATO SYSTEMS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE 3. 94-3077394
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/15/1988 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2350 EL CAMINO REAL, MOUNTAIN VIEW, CA 94040
(Principal office address)
2350 EL CAMINO REAL, MOUNTAIN VIEW, CA 94040
(Current mailing address)

8. DEVELOPMENT AND SALES OF COMPUTER SOFTWARE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)


Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS ST

TALLAHASSEE, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 Christine J. Gates-Asst. V.P.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: DAVID B. WRIGHT
Address: 2350 EL CAMINO REAL
MOUNTAIN VIEW, CA 94040

Vice Chairman: _____
Address: _____

Director: ERIC A. BENHAMOU
Address: 2350 EL CAMINO REAL
MOUNTAIN VIEW, CA 94040

Director: H. RAYMOND BINGHAM
Address: 2350 EL CAMINO REAL
MOUNTAIN VIEW, CA 94040

B. OFFICERS

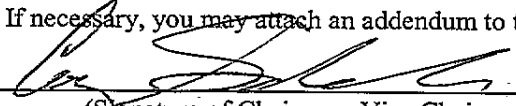
President: DAVID B. WRIGHT
Address: 2350 EL CAMINO REAL
MOUNTAIN VIEW, CA 94040

Vice President: CORY J. SINDELAR
Address: 2350 EL CAMINO REAL
MOUNTAIN VIEW, CA 94040

Secretary: NOAH D. MESEL
Address: 2350 EL CAMINO REAL, MOUNTAIN VIEW, CA 94040

Treasurer: ANDREW J. BROWN
Address: 2350 EL CAMINO REAL, MOUNTAIN VIEW, CA 94040

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
Cory Sindelar

14. _____
Vice President, Corporate Controller
(Typed or printed name and capacity of person signing application)

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02 JAN 14 PM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Legato Systems, Inc.

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TALLAHASSEE, FLORIDA

List of Officers:

Name: David Wright **Title:** CEO/President
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040
Res. Address: 17299 Dear Park Road, Los Gatos, CA 95232

Name: Andrew Brown **Title:** CFO
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040
Res. Address: 21952 Villa Oaks Lane, Saratoga, CA 95070

Name: David Beamer **Title:** Exec VP
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040
Res. Address: 11609 Luvie Court, Potomac, MI 20854

Name: James Chappell **Title:** Sr. VP
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040
Res. Address: 16070 Shannon Road, Los Gatos, CA 95032

Name: Thomas Panozzo **Title:** Sr. VP
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040
Res. Address: 50 Lundy Lane, San Mateo, CA 94402

Name: George Symons **Title:** VP
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040
Res. Address: 752 Greer Rd. Palo Alto, CA 94303

Name: Jack Landers **Title:** VP
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040
Res. Address: 913 Whitehall Lane, Redwood City, CA 94061

Name: Charles Fonner **Title:** VP
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040
Res. Address: 14642 Springer Court, Saratoga, CA 95070

Name: Cory Sindelar **Title:** VP
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040
Res. Address: 1233 Broadleaf Lane, San Jose, CA 95128

Name: Noah D. Mesel **Title:** VP/ Secretary
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040
Res. Address: 1205 Altamead Drive, Los Altos, CA 94024

Name: Greg Clock **Title:** VP
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040

Legato Systems, Inc.

List of Directors:

Name: David B. Wright
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040
Res. Address: 17299 Dear Park Road, Los Gatos, CA 95232

Name: Eric A. Benhamou
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040

Name: H Raymond Bingham
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040

Name: Kenneth Goldman
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040

Name: Christopher Paisley
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040

Name: David Strohm
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040

Name: Brendan Dawson
Bus. Address: c/o Legato Systems, Inc., 2350 El Camino Real, Mountain View, CA 94040

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

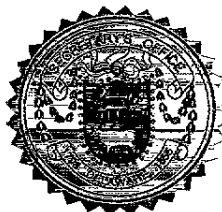
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEGATO SYSTEMS, 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 THIRD DAY OF JANUARY, A.D. 2002.

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02 JAN -4 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1539023

DATE: 01-03-02

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