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(Business Entity Name)

(Document Number)

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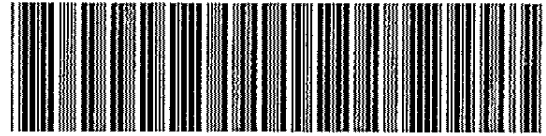
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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EMBARCADERO TECHNOLOGIES, 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:

ANN ROESCH
(Name of Person)

EMBARCADERO TECHNOLOGIES, INC.
(Firm/Company)

100 CALIFORNIA ST. 12TH FLOOR
(Address)

SAN FRANCISCO, CA 94111
(City/State and Zip code)

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For further information concerning this matter, please call:

ANN RDESCH at (415) 834-3131 X228
(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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 20, 2004

ANN ROESCH
100 CALIFORNIA ST 12TH FL
SAN FRANCISCO, CA 94111

SUBJECT: EMBARCADERO TECHNOLOGIES, INC.
Ref. Number: W04000046338

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TALLAHASSEE, FLORIDA

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We have received your document for EMBARCADERO TECHNOLOGIES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 404A00070570

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN 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. EMBARCADERO TECHNOLOGIES, INC. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE (State or country under the law of which it is incorporated) 3. 08-0310015 (FEI number, if applicable)

4. 2/11/00 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 11/15/04 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. (Principal office address)

100 CALIFORNIA ST. 12TH FLOOR SAN FRANCISCO, CA 94111 (Current mailing address)

8. REMOTE SALES OFFICE (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 NOT acceptable)

Name: ENRIQUE GUTIERREZ

Office Address: 4198 LAUREL RIDGE CIR.

WESTON, Florida 33331

(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.

[Handwritten signature]

(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:

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A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

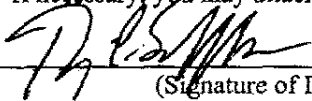
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. RAJ SABHLOK - CFO; SENIOR VP OF CORPORATE DEVELOPMENT
(Typed or printed name and capacity of person signing application)

Embarcadero Technologies, Inc. Officers

Stephen Wong
Chairman, President & CEO
100 California St. 12th Flr.
San Francisco, CA 94111

Raj Sabhlok
CFO and Senior Vice President of Corporate Development
100 California St. 12th Flr.
San Francisco, CA 94111

Wayne Williams
CTO
100 California St. 12th Flr.
San Francisco, CA 94111

Robert Lamvik
Vice President, Sales
100 California St. 12th Flr.
San Francisco, CA 94111

Katherine Barnhisel
Vice President, Marketing
100 California St. 12th Flr.
San Francisco, CA 94111

Robin Schumacher
Vice President, Product Management
100 California St. 12th Flr.
San Francisco, CA 94111

Joseph Pistrutto
Vice President, Development
100 California St. 12th Flr.
San Francisco, CA 94111

Lorraine Gnecco
Vice President, Human Resources
100 California St. 12th Flr.
San Francisco, CA 94111

Robert Oliphant
Vice President, International Operations
100 California St. 12th Flr.
San Francisco, CA 94111

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Embarcadero Technologies, Inc. Directors

Stephen Wong
Chairman, President & CEO
100 California St. 12th Flr.
San Francisco, CA 94111

Timothy C.K. Chou
President
Oracle On Demand
100 California St. 12th Flr.
San Francisco, CA 94111

Frank M. Polestra
Managing Director
Ascent Venture Partners
100 California St. 12th Flr.
San Francisco, CA 94111

Michael J. Roberts
Senior Lecturer and Executive Director of Entrepreneurial Studies
Harvard Business School
100 California St. 12th Flr.
San Francisco, CA 94111

Samuel T. Spadafora
Chairman and Chief Strategy Officer
Chordiant Software, Inc.
100 California St. 12th Flr.
San Francisco, CA 94111

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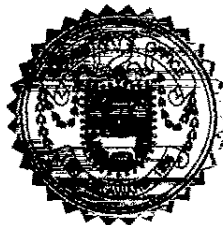
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMBARCADERO TECHNOLOGIES, 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 TWENTY-FIFTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EMBARCADERO TECHNOLOGIES, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF FEBRUARY, A.D. 2000.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3638471

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DATE: 01-25-05