



F99000004170

ACCOUNT NO. : 072100000032

REFERENCE : 324777 4302847

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 70.00

ORDER DATE : July 29, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 324777-015

CUSTOMER NO: 4302847

CUSTOMER: Mr. Nick Tatlonghari
Gray Cary Ware & Freidenrich
400 Hamilton Avenue

800002958498--6

Palo Alto, CA 94301-1825

FOREIGN FILINGS

NAME: DELAWARE AGILE SOFTWARE CORPORATION

5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 12 PM 3:45

RECEIVED
907112 PM 2:25

B/A
8/12/99

**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.*

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DIVISION OF CORPORATIONS
9 AUG 12 PM 3:45

1. Delaware Agile Software Corporation

(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
(State or country under the law of which it is incorporated)

3. _____
(FEI number, if applicable)

4. 6/22/99
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 6/22/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One Almaden Boulevard
San Jose, CA. 95113
(Current mailing address)

8. Sale of Software Products
(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 Street

Tallahassee, Florida, 32301
(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.

Karlene Wehner
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Attached List

Address: _____

Vice President: _____

Address: _____

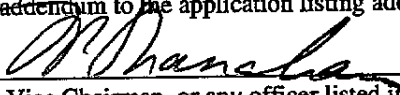
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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)

14. Thomas P. Shanahan, Vice President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DELAWARE AGILE SOFTWARE CORPORATION -

LIST OF DIRECTORS-

Bryan D. Stolle
Thomas P. Shanahan
Klaus-Dieter Laidig
Michael Moritz
James L. Patterson
Nancy S. Schoendorf

The address for all of the above directors is: One Almaden Boulevard, San Jose, California 95113

LIST OF OFFICERS-

Bryan D. Stolle - Chairman of the Board, Chief Executive Officer and President
Thomas P. Shanahan - Executive Vice President, Chief Financial Officer and Secretary
Carol B. Schrader - Vice President, Marketing
Dorothy O. Wise - Vice President, Development

The address for all of the above officers is: One Almaden Boulevard, San Jose, California 95113

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DIVISION OF CORPORATIONS
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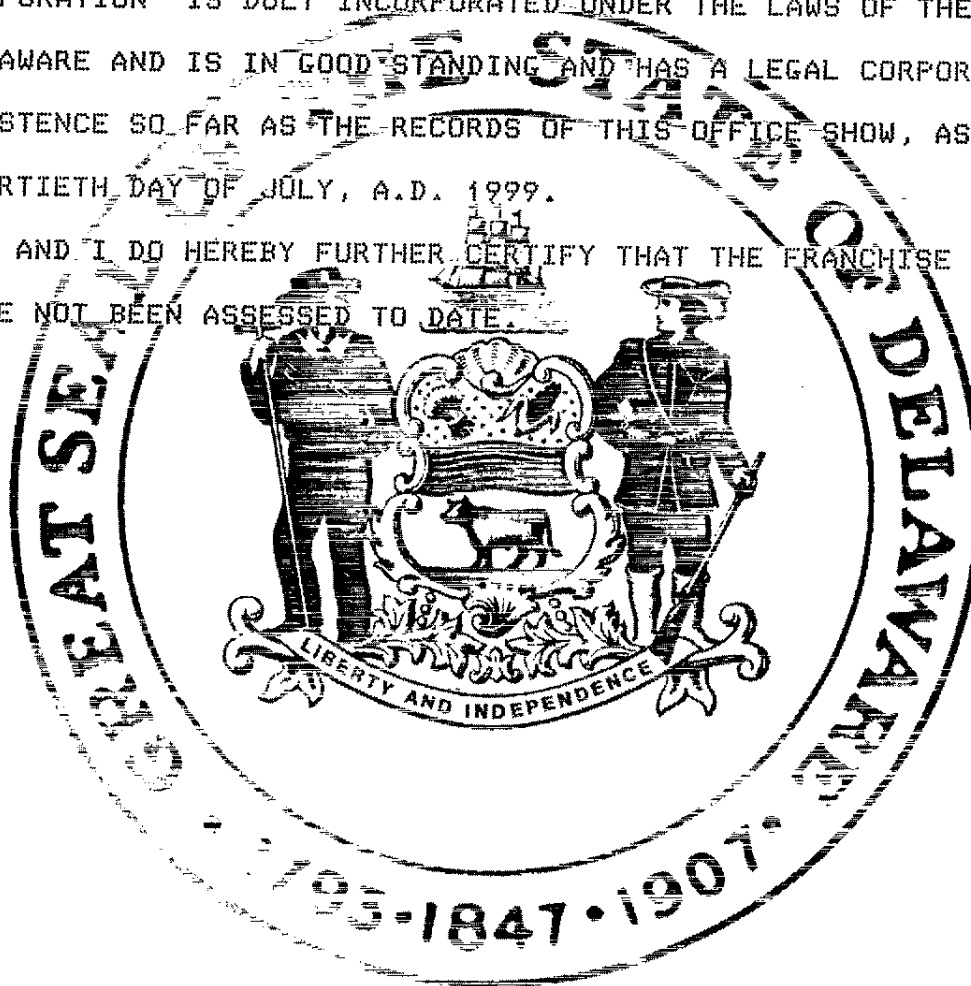
State of Delaware
Office of the Secretary of State

PAGE 1

FILED STATE
SECRETARY OF CORPORATIONS
99 AUG 12 PM 3:45

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DELAWARE AGILE SOFTWARE CORPORATION" 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 THIRTIETH DAY OF JULY, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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07-30-99