



# F99000006006

ACCOUNT NO. : 072100000032

REFERENCE : 466216 4302847

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 4, 1999

ORDER TIME : 11:32 AM

ORDER NO. : 466216-010

CUSTOMER NO: 4302847

600003048976--0

CUSTOMER: Mr. Walter Sims  
Gray Cary Ware & Freidenrich  
400 Hamilton Avenue

Palo Alto, CA 94301-1825

FOREIGN FILINGS

NAME: PROACTIVENET, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 99 NOV 18 AM 8:28  
 RECEIVED  
 99 NOV 18 PM 2:25  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: ProactiveNet, 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:

Raj Krishnan  
(Name of Person)  
ProactiveNet, Inc.  
(Firm/Company)  
2975 Bowers Avenue, Suite 300  
(Address)  
Santa Clara, CA 95051  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Raj Krishnan at ( 408 ) 450-7764  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien 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

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**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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1. ProactiveNet, 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. CALIFORNIA 3. 77-0421589  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUGUST 10, 1995 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON FILING  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)
7. 2975 BOWERS AVE. SUITE 300 SANTA CLARA, CA 95051  
(Current mailing address)

8. Computer software sales & services  
(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.

Corporation Service Company  
By: Vivien S. Mitchell  
(Registered agent's signature)

Vivien S. Mitchell, V.P.

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)

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

Chairman: see attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: See attached officers/directors rider

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. \_\_\_\_\_

Ajay Singh  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_

Ajay Singh, President

(Typed or printed name and capacity of person signing application)

PROACTIVE NET, INC.

Officers & Directors Rider

Ajay Singh  
President, Chief Financial Officer & Director  
2975 Bowers Avenue, Suite 300  
Santa Clara, CA 95051

Atul Garg  
Chief Executive Officer, Secretary & Director  
2975 Bowers Avenue, Suite 300  
Santa Clara, CA 95051

Ajay Shah  
Director  
2975 Bowers Avenue, Suite 300  
Santa Clara, CA 95051

John Mumford  
Director  
2975 Bowers Avenue, Suite 300  
Santa Clara, CA 95051

Jennifer Gill Roberts  
Director  
2975 Bowers Avenue, Suite 300  
Santa Clara, CA 95051

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# State of California

## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

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DIVISION OF CORPORATIONS  
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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 10th day of August, 19 95,

PROACTIVENET, INC.

*became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and*

*That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and*

*That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and*

*That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and*

*That no information is available in this office on the financial condition, business activity or practices of this corporation.*

*IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of*

November 5, 1999



*Bill Jones*

Secretary of State