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csc networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 665577 86901K

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : August 21, 1995

ORDER TIME : 8:37 AM

ORDER NO. : 665577

CUSTOMER NO: 86901K

CUSTOMER: Ms. Janette McIntyre
Prentice Hall Legal &
Suite 250
1455 Response Road
Sacramento, CA 95815

W95-16768

FOREIGN FILINGS

NAME: COOPER & CHYAN TECHNOLOGY, INC

XX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Debbie Skipper

RECEIVED
95 AUG 21 AM 10:06
DIVISION OF CORPORATIONS

SEC'D 21 PM 3:10

8/21

000001564858
-08/21/95-01005-027
*****70.00 *****70.00

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

95 AUG 21 PM 2:59

August 21, 1995

CSC NETWORKS

SUBJECT: COOPER & CHYAN TECHNOLOGY, INC.
Ref. Number: W95000016768

Resubmit

We have received your document for COOPER & CHYAN TECHNOLOGY, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of $500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

Please provide a photocopy of the corrected application if you would like one returned to you.

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 795A00039004

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. COOPER & CHYAN TECHNOLOGY, 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
(State or country under the law of which it is incorporated)

3. 77-0206252
(FEI number, if applicable)

4. August 9, 1995
(Date of incorporation)

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

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.166, F.S.)

7. 1601 Saratoga-Sunnyvale Rd.
Cupertino, CA 95014
(Current mailing address)

8. Sales and Marketing Activities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.

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.

Marcia A. Havner, Asst. Sec.
(Registered agent's signature)
Marcia A. Havner, Asst. Sec.

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:

A. DIRECTORS

Chairman: _____

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: _____

Address: _____

_____

Director: _____

Address: _____

_____

B. OFFICERS

President: _____

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. VP + SECRETARY - MARY J COOPER
(Typed or printed name and capacity of person signing application)

SCHEDULE OF OFFICERS AND DIRECTORS
COOPER & CHYAN TECHNOLOGY INC.
1601 SARATOGA-SUNNYVALE RD.
CUPERTINO, CA 95014

President and CEO:
John R. Harding
2199 Divisadero St.
San Francisco, CA 94115

Vice President and CFO
Robert Selvi
19363 Lisa Marie Court
Saratoga, CA 95070

John F. Cooper
Chairman of the Board
Chief Technical Officer
20746 Verde Vista Lane
Saratoga, CA 95070

David Chyan
Executive Vice President
20767 Sevilla Lane
Saratoga, Ca 95070

Mary I. Cooper
Vice President
Corporate Secretary
20746 Verde Vista Lane
Saratoga, CA 95070

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COOPER & CHYAN TECHNOLOGY, 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 SEVENTEENTH DAY OF AUGUST, A.D. 1995.

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

95217 2113:10

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED

Edward J. Freel, Secretary of State

2532193 8300

950186797

AUTHENTICATION: 7611491

DATE: 08-17-95