



# F00000000264

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 JAN 14 PM 1:43

ACCOUNT NO. : 072100000032

REFERENCE : 423127 4302847

AUTHORIZATION : —

*Patricia Piguet*

COST LIMIT : \$ 70.00

ORDER DATE : October 20, 1999

ORDER TIME : 10:46 AM

ORDER NO. : 423127-005

400003098994--7

CUSTOMER NO: 4302847

CUSTOMER: Mr. Don Hersey  
Gray Cary Ware & Freidenrich  
400 Hamilton Avenue

Palo Alto, CA 94301-1825

FOREIGN FILINGS

5

NAME: INTRASPECT SOFTWARE, INC.

XXXX QUALIFICATION (TYPE: CO)

RECEIVED  
00 JAN 14 PM 12: 08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

*3/12*

*1/14/00*

**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. Intraspect Software, 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

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

3. 77-0411459

(FEI number, if applicable)

4. September 22, 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 817.155, F.S.)

7. c/o Jim Pflaging, Suite E30, 5150 El Camino Real

Los Altos, CA 94022

(Current mailing address)

To engage in any act or activity for which corporations may be organized.

8. \_\_\_\_\_

(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: Bobbie J. Hall

(Registered agent's signature)

Bobbie J. Hall, Assistant Vice-President

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. \_\_\_\_\_

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

14. Jim Pflaging, President

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

## OFFICERS/DIRECTORS RIDER

FL-Application for Certificate of Authority for Foreign Corp.

Intraspect Software, Inc.

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### List of Officers

**Name:** Jim Pflaging

**Title:** President, CEO

**Bus. Addr:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

**Name:** Stacey Soper

**Title:** Vice President, Secretary

**Bus. Addr:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

**Name:** Martha Morrison

**Title:** Controller, Vice President

**Bus. Addr:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

**Name:** Richard Cobb

**Title:** Vice President

**Bus. Addr:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

**Name:** Elizabeth Murphy

**Title:** Vice President

**Bus. Addr.:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

**Name:** Frank Bien

**Title:** Vice President of Customer Solutions

**Bus. Addr:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

**Name:** David Hubb

**Title:** Assistant Secretary

**Bus. Addr:** c/o Gray Cary Ware & Freidenrich, 400 Hamilton Ave. Palo Alto, CA 94301

### List of Directors

**Name:** Jim Pflaging

**Term:** Indefinite: until resignation

**Bus. Addr.:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

**Name:** Brian Aspland

**Term:** Indefinite: until resignation

**Bus. Addr.:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

**Name:** Peter Friedland

**Term:** Indefinite: until resignation

**Bus. Addr.:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

**Name:** Brian Grossi

**Term:** Indefinite: until resignation

**Bus. Addr.:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

**Name:** Athanasios Kalekos

**Term:** Indefinite: until resignation

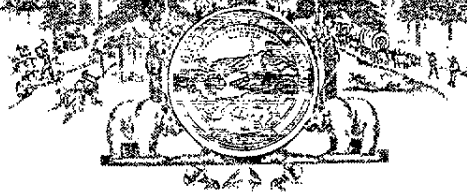
**Bus. Addr.:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

**Name:** Jackie Macdonald

**Term:** Indefinite: until resignation

**Bus. Addr.:** c/o Intraspect Software, Inc. 5150 El Camino Real, Suite E30, Los Altos, CA 94022

# State of California



## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 14 PM 1:43

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

That on the 22nd day of September, 19 95,

INTRASPECT SOFTWARE, 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

October 22, 1999



*Bill Jones*

Secretary of State