



THE UNITED STATES CORPORATION COMPANY

F00000000697

ACCOUNT NO. : 072100000032

REFERENCE : 576125 7187230

AUTHORIZATION :

Patricia P...
OK

COST LIMIT : \$ 70

ORDER DATE : February 3, 2000

ORDER TIME : 10:42 AM

ORDER NO. : 576125-045

CUSTOMER NO: 7187230

800003127709--8

CUSTOMER: Mr. Peter Yi
Wilson Sonsini Goodrich &
1117 California

Palo Alto, CA 94304

FOREIGN FILINGS

NAME: RT. 1 SOLUTIONS, INC.

(6)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB - 8 PM 3: 39

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

NYC 2/2/00

CONTACT PERSON: Carrie Vaught

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB - 8 AM 11: 29

RECEIVED

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Rt. 1 Solutions, 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:

MARK LAWRENCE RIGGENBACH

(Name of Person)

(Firm/Company)

Suite 100, 2730 Gateway Oaks Drive

(Address)

Sacramento, CA, 95833

(City/State/Zip)

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

MARK LAWRENCE RIGGENBACH

(Name of Person)

at (800) 222 2122

(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

**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. Rt. 1 Solutions, 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. 94-33-41029

(FEI number, if applicable)

4. September 28, 1999

(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 Steve Umphreys, Suite 600, 303 Twin Dolphin Drive

Redwood City,, CA 94065

(Current mailing address)

Provide network consulting services. To engage in any lawful act or activity for which coporations may be organized to do business under the

8. laws of

(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: Karen Wehner

(Registered agent's signature)

Karen Wehner, 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)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

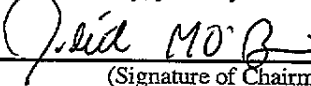
Secretary: _____

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. Judith M. O'Brien, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Rt. 1 Solutions, Inc.

List of Officers

Name: Ralph S. Troupe **Title:** President & COO
Bus. Addr.: c/o Rt. 1 Solutions, Inc. 303 Twin Dolphin Drive, #600, Redwood City,
CA 94065

Name: Judith M. O'Brien **Title:** Secretary
Bus. Addr.: 650 Page Mill Road, Palo Alto, CA 94304

List of Directors

Name: Doug Leone **Term:** Sep 28, 2000
Bus. Addr.: c/o Rt. 1 Solutions, inc. 303 Twin Dolphin Drive, #600, Redwood City,
CA 94065

Name: Ralph S. Troupe **Term:** Sep 28, 2000
Bus. Addr.: c/o Rt. 1 Solutions, Inc. 303 Twin Dolphin Drive, #600, Redwood City,
CA 94025

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RT. 1 SOLUTIONS, 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 FOURTH DAY OF FEBRUARY, A.D. 2000.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RT. 1 SOLUTIONS, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

3100483 8300

001056853

AUTHENTICATION: 0237732

DATE: 02-04-00