



THE UNITED STATES
CORPORATION
COMPANY

FOUO000001010

ACCOUNT NO. : 072100000032

REFERENCE : 597476 5029980

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 22, 2000

ORDER TIME : 11:23 AM

ORDER NO. : 597476-010

CUSTOMER NO: 5029980

CUSTOMER: Ms. Michele Barni
Bay Venture Counsel, Llp
Suite 1300
1999 Harrison Street
Oakland, CA 94612

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-02/24/00--01039--013
*****87.50 *****87.50

FOREIGN FILINGS

NAME: VYYO INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 24 PM 4:00

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
00 FEB 24 PM 12:09

RECEIVED

3/1
2/24/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED
DIVISION OF CORPORATIONS
60 FEB 24 PM 4:00

1. Vyyo 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 3. 94-3241270
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 21, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 20400 Stevens Creek Blvd., 8th Floor
Cupertino, CA 95014
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of Delaware.
(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: Lana P. Davis
(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 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. Stephen Pezzola, Secretary

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

FILED STATE
DIVISION OF CORPORATIONS
00 FEB 24 PM 4:00

Vyyo Inc.
Directors and Officers

A. Directors

Davidi Gilo, Chairman
1733 Milton Street
Redwood City, CA 94061

Lewis Broad, Director
South Farm Road
Sands Point, NY 11050

Neill Brownstein, Director
536 West Crescent Drive
Palo Alto, CA 94301

Avi Fischer, Director
11 Beit Zuri Street
Ramat Aviv Gimmel 69122, Israel

John Griffin, Director
12701 Whitwater Drive
Minnetonka, MN 55343

Sam Kaplan, Director
Kaplan, Strangis and Kaplan, P.A.
5500 Norwest Center
90 S. Seventh Street
Minneapolis, MN 55402

Alan Zimmerman, Director
930 Montgomery Street, Suite 500
San Francisco, CA 94133

B. Officers

Davidi Gilo	Chief Executive Officer	20400 Stevens Creek Blvd. 8 th Floor Cupertino, CA 95014
Erin Pilovsky	Chief Financial Officer	SAME ADDRESS
Stephen Pezzola	Secretary	SAME ADDRESS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 24 PM 4:00

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VYVO 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 TWENTY-SECOND DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VYVO INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED BY STATIONS
SECRETARY OF CORPORATIONS
02 FEB 24 PM 4:00




Edward J. Freel, Secretary of State

2604712 8300

001087659

AUTHENTICATION:

DATE:

0271181

02-22-00