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DATE: JUNE 5, 2000

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

TYPE OF FILING:

QUALIFICATION

NAME:

DATA RACE, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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.*

1. Data Race, 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. Texas 3. 74-2272363
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/07/83 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of Certificate of Authority
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 12400 Network Blvd. San Antonio, Texas 78249
(Current mailing address)
8. To provide integrated IP based remote work solutions over multiple access media.
(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: NRAI Services, Inc.
- Office Address: 526 E. Park Avenue
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.

Duane Lundgren, asst. sec.
(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)

SEE ATTACHMENT FOR LISTING OF OFFICERS & DIRECTORS

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

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. JAMES G. SCOSIN SUP-CFO/SECRETARY

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

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DATA RACE, INC.
Officers and Directors

	Name	No. & Street	City	State	
President	Michael McDonnell	12400 Network Blvd.	San Antonio	TX	78249
Secretary	James Scogin	12400 Network Blvd.	San Antonio	TX	78249
Director	Jeffery Blanchard	750 East Mulberry	San Antonio	TX	78212
Director	George Grumbles	25240 Perdido Beach Blvd.	Orange Beach	AL	36561
Director	Mathew Kenny	1728 SE 10 th Street	Fort Lauderdale	FL	33316
Director	Tom Bishop	4608 Via Media	Austin	TX	78746
Director	Byron Smith	450 Broadway Street	Redwood City	CA	94063

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DIVISION OF CORPORATIONS



The State of Texas

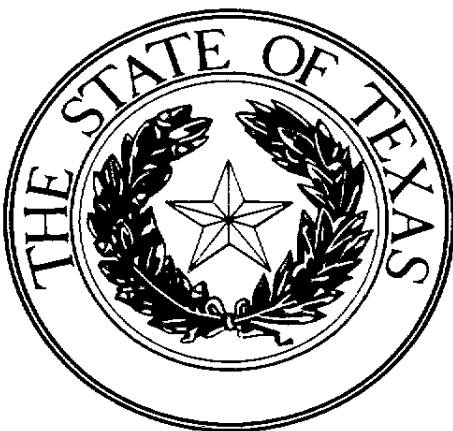
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IT IS HEREBY CERTIFIED that
Articles of Incorporation of

DATA RACE, INC.
File No. 650486

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on May 19, 2000.*

Elton Bomer
Secretary of State

BAM