

Document Number Only

F00000003251

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 6/7

800003280288--8
-06/07/00--01088--003
*****70.00 *****70.00

Corporation(s) Name

Parthus Technologies Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3		

***Special Instructions**

<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> arts/ameds/mergers <input type="checkbox"/> Other-See Above		

<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait
---	---	------------------------------------

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

B/E c/y

RECEIVED
JUN -7 PM 1:04
TALLAHASSEE
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS

**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. PARTHUS TECHNOLOGIES, 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. Applied For
(FEI number, if applicable)
4. January 13, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2033 Gateway Place, Suite 150
San Jose, California 95110
(Current mailing address)
8. Engineering Design Services
(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: CT Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

CT Corporation System

[Signature]
(Registered agent's signature)

Hillary England
Asst. Secy.

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)

FL017 - 9/2/99 CT System Online

RECEIVED BY THE STATE
DIVISION OF CORPORATIONS
00 JUN -7 PM 3:42

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

Chairman: Brian Long

Address: 30 Seafield Road West
Clontarf, Dublin 3

Director
Vice Chairman: Peter McManamon

Address: 32 Ashfield
Templeogue, Dublin 6W

Director: Michael Peirce

Address: 3 Knocknacree Grove
Dalkey, CO Dublin

Director: _____

Address: _____

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

President: Brian Long

Address: 30 Seafield Road West
Clontarf, Dublin 3

President - U.S. Operations

~~President~~ William A. McLean

Address: 5574 Snowdon Place
San Jose, CA 95138

Secretary: Peter McManamon

Address: 32 Ashfield
Templeogue, Dublin 6W

Treasurer: Peter McManamon

Address: (same)

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

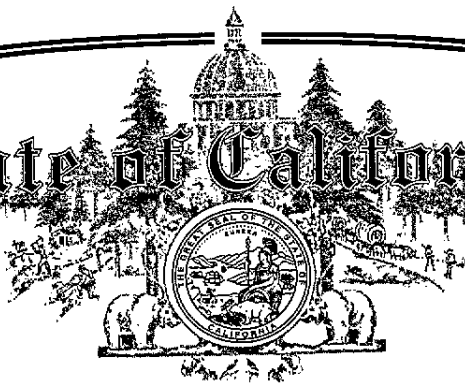
William A. McLean
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

William A. McLean, President - U.S. Operations
(Typed or printed name and capacity of person signing application)

RECEIVED
OFFICE OF THE
CLERK OF THE
COURT
00 JUN - 7 PM 3:42

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

RECEIVED
DIVISION OF CORPORATIONS
00 JUN -7 PM 3:12

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

That on the **13th day of January, 1999**, **PARTHUS TECHNOLOGIES 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 June 1, 2000.



Bill Jones
BILL JONES
Secretary of State

nc