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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-07/17/00--01131--004
*****78.75 *****78.75

CORPORATION(S) NAME

Willow Systems, 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/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

07/17/00

FILE SECOND

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 17 PM 5:57

RECEIVED
00 JUL 17 PM 2:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3K
7/11/00

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.

FILED STATE
SECRETARY OF CORPORATIONS
00 JUL 17 PM 5:57

1. Willow Systems, 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.

85-0466643

(FEI number, if applicable)

4. 11/15/99

(Date of incorporation)

5.

Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 15100 Central Avenue, S.E.

Albuquerque, New Mexico 87193

(Current mailing address)

8. Market custom motion control robotics and electronics solutions.

(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: C T 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.

C T Corporation System

(Registered agent's signature)

Jonathan L. Miles, 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)

SECRETARY OF CORPORATIONS
00 JUL 17 PM 5:57

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: David NuttleAddress: 15100 Central Avenue, S.E.Albuquerque, New Mexico 87193

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Doug ElerathAddress: 15100 Central Avenue, S.E.Albuquerque, New Mexico 87193Vice President: Frederic F. Wolfer, Jr.Address: 15100 Central Avenue, S.E.Albuquerque, New Mexico 87193Secretary: Frederic F. Wolfer, Jr.Address: 15100 Central Avenue, S.E.Albuquerque, New Mexico 87193Treasurer: Doug ElerathAddress: 15100 Central Avenue, S.E.Albuquerque, New Mexico 87193**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. Frederic F. Wolfer, Jr. - Vice President

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

Addendum to the Application by Foreign Corporation for Authorization to Transact
Business in Florida

Vice President: Samuel Rogers, Jr.
Address: 15100 Central Avenue, S.E.
Albuquerque, New Mexico 87193

STATE OF FLORIDA
DIVISION OF CORPORATIONS
00 JUL 17 PM 5:57

State of Delaware
Office of the Secretary of State

PAGE

00 JUL 17 PM 5:51
DIVISION OF CORPORATIONS
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILLOW SYSTEMS, 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 THIRTEENTH DAY OF JULY, A.D. 2000.

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



3107907 8300

001354929

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0556328

07-13-00