



THE UNITED STATES
CORPORATION
COMPANY

F00000004264

ACCOUNT NO. : 072100000032

REFERENCE : 777378 4302847

AUTHORIZATION :

Patricia Pujut

COST LIMIT : \$ 70.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JUL 28 PM 1:45

ORDER DATE : July 26, 2000

ORDER TIME : 10:0 AM

ORDER NO. : 777378-055

CUSTOMER NO: 4302847

700003339007--4

CUSTOMER: Ms. Christine Themoleas
Gray Cary Ware & Freidenrich
400 Hamilton Avenue

Palo Alto, CA 94301-1825

FOREIGN FILINGS

NAME: DELAWARE PORTERA SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight EXT: 1156

RECEIVED
00 JUL 28 AM 10:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FALLHASTLE, FL 32011

hjc 7/28

**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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STATE
DEPARTMENT OF CORPORATIONS
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1. Delaware Portera 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 3. 94-3236616
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 04, 2000 5. Perpetual
(Date of incorporation) (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. 1688 Dell Avenue
Campbell, CA 95008
(Current mailing address)
Internet software development and services. To engage in any act or activity for which corporations may be organized.
8. _____
(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.

By: Vivien S. Mitchell
Corporation Service Company
(Registered agent's signature)

Vivien S. Mitchell, 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: _____

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] (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary Steele, President
(Typed or printed name and capacity of person signing application)

FILED
CLERK OF STATE
OFFICE OF CORPORATIONS
00 JUL 28 PM 1:45

Attachment: Officers/Directors Rider

00 JUL 28 PM 1:45
STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL

<u>Name and Address</u>	<u>Position</u>
Gary Steele 632 Woodstock Road Hillsborough, CA 94010 SS# 532-76-9121	Chief Executive Officer and Director
Stephen Watt 13721 SE 43rd Street Bellevue, CA 98006 SS# 533-39-2121	Executive Vice President, International and Corporate Strategy and Director
Michael Giles 4812 134th Place SE Bellevue, WA 98006 SS#	Executive Vice President, Chief Technical Officer
Phil Van Etten 1316 Kentfield Redwood City, CA 94061 SS# 555-37-4943	Chief Financial Officer
Robert Quinn 185 Echo Lane Portola Valley, CA 94028 SS# 211-36-2015	Chief Information Officer
David Knight 1967 28th Avenue San Francisco, CA 94116 SS# 591-14-8216	Vice President, ServicePort
Kevin McDonald 1967 28th Avenue San Francisco, CA 94116 SS# 591-14-8216	Vice President, Corporate Marketing
Carol Lashman 1764 Edgewood Road Redwood, City, CA 94062 SS# 331-42-2322	Vice President, ConsultLink
Christian Nall 2139 Alameda Diablo Diablo, CA 94528 SS# 570-49-9967	Vice President, Sales
Ruthann Quindlen 60 Pine Ridge Way Portola Valley, CA 94028 SS# 433-70-9397	Director

Name and Address	Position
Ted Schlein 1150 Hidden Oaks Drive Menlo Park, CA 94025 SS# 140-56-4431	Director
Robert Shaw 23 Teaherry Lane Tiburon, CA 94920 SS# 458-84-4434	Director
Warren Weiss 90 Skywood Way Woodside, CA SS# 353-40-6058	Director

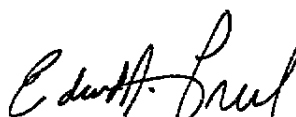
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 DEPT. OF CORRECTIONS
 JUL-28 PM 1:45
 FIELD STATIONS

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DELAWARE PORTERA 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 TWENTY-SIXTH DAY OF JULY, A.D. 2000.

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




Edward J. Freel, Secretary of State

3206509 8300

001378310

AUTHENTICATION:

0583529

DATE:

07-26-00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 28 PM 1:45