



# F00000004293

ACCOUNT NO. : 072100000032

REFERENCE : 777378 4302847

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 70.00

00 JUL 31 PM 1:00  
RECEIVED  
SECRETARY OF STATE  
CORPORATIONS

ORDER DATE : July 26, 2000

ORDER TIME : 10:01 AM

ORDER NO. : 777378-005

CUSTOMER NO: 4302847

100003339921--2

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

Palo Alto, CA 94301-1825

FOREIGN FILINGS

NAME: PORTERA SYSTEMS INC.

*6*

RECEIVED  
00 JUL 31 AM 9:22  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

*3/27/31*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

FILED  
OFFICE OF CORPORATIONS  
JUL 31 PM 1:00

*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. 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. California 3. 94-3236616  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 15, 1995 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 14, 2000  
(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.*

Corporation Service Company  
By: Vivian S. Mitchell  
(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 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)

00 JUL 31 PM 1:00  
STATE OF CALIFORNIA  
DEPARTMENT OF REVENUE  
OFFICE OF THE STATE TREASURER

## Attachment: Officers/Directors Rider

<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 Effen 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

00 JUL 31 PM 1:00  
OFFICE OF CORPORATE AFFAIRS  
STREET

Name and Address	Position
Ted Schlein 1150 Hidden Oaks Drive Menlo Park, CA 94025 SS# 140-56-4431	Director
Robert Shaw 23 Teaberry 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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00 JUL 31 PM 1:00  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

# State of California

## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED  
STATE  
DIVISION OF CORPORATIONS  
00 JUL 31 PM 1:00

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

That on the 15th day of December, 19 95,

PORTERA SYSTEMS

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

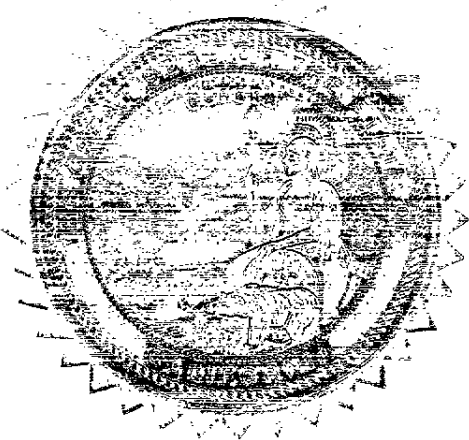
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

July 27, 2000



*Bill Jones*

Secretary of State