

CCRS

103 N. MERIDIAN STREET, SUITE 100
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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*****78.75 *****78.75

CONTACT: CINDY HICKS

DATE: 9-11-00

REF. #:

CORP. NAME: Tality Corporation

- | | | |
|-----------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

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HID STATE
SECRETARY OF CORPORATIONS
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STATE FEES PREPAID WITH CHECK# _____ FOR \$ 78-75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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PLEASE RETURN:

- | | | |
|------------------------------------------------|------------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

3K9/11/00

**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.*

1. Tality Corporation

(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. _____

(FEI number, if applicable)

4. July 13, 2000

(Date of incorporation)

5. Perpetual

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

6. July 13, 2000

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

7. 2655 Seely Road, Building 9

San Jose, CA 95134

(Current mailing address)

8. Provider of innovative engineering services for the design of complex electronic systems and integrated circuits, or chips.

(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: NATIONAL CORPORATE RESEARCH, LTD.

Office Address: 1406 Hays Street, Suite #2

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.

NATIONAL CORPORATE RESEARCH, LTD.

C. Baclet

(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)

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

Chairman: * Please see addendum for listings.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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STREET & VILLAGE
OPERATIONS
DIVISION

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

President: * Please see addendum for listings.

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. 1 Duane W. Bell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Duane W. Bell, Vice President
(Typed or printed name and capacity of person signing application)

Addendum to Application for
Certificate of Authority

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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS:

Name: Robert P. Wiederhold
Title: Director, President & CEO
Residence Address: 107 Forrester Court; Los Gatos, CA 95032
Business Address: Tality Corporation; 2655 Seely Rd., Bldg. 9; San Jose, CA 95134

Name: H. Raymond Bingham
Title: Director
Residence Address: 1 Bridle Lane; Wooside, CA 94602
Business Address: Tality Corporation; 2655 Seely Rd., Bldg. 9; San Jose, CA 95134

Name: Ronald R. Barris
Title: Director
Residence Address: 8 Winterberry Path; Acton, MA 01720
Business Address: Tality Corporation; 2655 Seely Rd., Bldg. 9; San Jose, CA 95134

B. OFFICERS:

Name: Robert P. Wiederhold
Title: Director, President & CEO
Residence Address: 107 Forrester Court; Los Gatos, CA 95032
Business Address: Tality Corporation; 2655 Seely Rd., Bldg. 9; San Jose, CA 95134

Name: Duane W. Bell
Title: Sr. VP, CFO, Secretary
Residence Address: 1089 Via di Salerno; Pleasanton, CA 94566
Business Address: Tality Corporation; 2655 Seely Rd., Bldg. 9; San Jose, CA 95134

State of Delaware
Office of the Secretary of State

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OFFICE OF THE SECRETARY OF STATE
CORPORATIONS

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALITY CORPORATION" 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 FIFTEENTH DAY OF AUGUST, A.D. 2000.

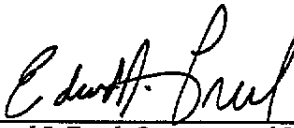
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TALITY CORPORATION" WAS INCORPORATED ON THE THIRTEENTH DAY OF JULY, A.D. 2000.

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



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0620831

08-15-00