

CT CORPORATION SYSTEM

F010000001267

CORPORATION(S) NAME

nCipher, Inc.

FILED
01 MAR -6 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700003802667-1-0
-03/06/01--01096--003
*****70.00 *****70.00

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<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 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 _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/6/01

M.S.

nk
2/6

Order#: 3694552

Ref#: _____

Amount: \$ _____

RECEIVED
01 MAR -6 PM 12:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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
MAR -6 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. nCipher 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. 54-1864317
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/05/1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 500 Unicorn Park Drive, Woburn, MA 01801
(Principal office address)
same
(Current mailing address)
- Hardware and software sales and development
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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (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: C T Corporation System
[Signature] Assistant Vice President
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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

14. Arthur Lafionatis, Secretary
(Typed or printed name and capacity of person signing application)

FILED
01 MAR -6 PM 2 58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

nCipher Inc.
Current Officers

FILED
01 MAR -8 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Title</u>	<u>Address</u>
Alexander van Someren	Treasurer	Jupiter House Station Road Cambridge, CB1 2JD UK
Alexander van Someren	Chairman of the Board	Jupiter House Station Road Cambridge, CB1 2JD UK
Richard J. Kosinski	President	500 Unicorn Park Drive Woburn, MA 01801
Arthur Lafionatis	Secretary	4300 Montgomery Avenue Suite 305 Bethesda, MD 20815
Ian Smith	Assistant Secretary	Jupiter House Station Road Cambridge, CB1 2JD UK

nCipher Inc.
Current Directors

FILED
01 MAR -6 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name

Alexander van Someren

Address

Jupiter House
Station Road
Cambridge, CB1 2JD UK

John E. Abdo

500 Unicorn Park Drive
Woburn, MA 01801

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NCIPHER 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-EIGHTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

FILED
01 MAR -6 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2706778 8300

AUTHENTICATION: 0994845

010099053

DATE: 02-28-01

CT CORPORATION SYSTEM

FOI 0000001267

CORPORATION(S) NAME

nCipher, Inc.

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TALLAHASSEE, FLORIDA

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-03/06/01--01096--003
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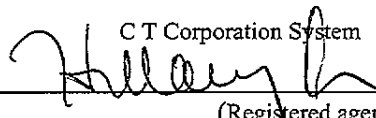
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By:  C T Corporation System Assistant Vice President
(Registered agent's signature)

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Vice Chairman: _____

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Director: _____

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Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

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Secretary: _____

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Treasurer: _____

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Current Officers

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Alexander van Someren	Chairman of the Board	Jupiter House Station Road Cambridge, CB1 2JD UK
Richard J. Kosinski	President	500 Unicorn Park Drive Woburn, MA 01801
Arthur Lafionatis	Secretary	4300 Montgomery Avenue Suite 305 Bethesda, MD 20815
Ian Smith	Assistant Secretary	Jupiter House Station Road Cambridge, CB1 2JD UK

nCipher Inc.
Current Directors

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TALLAHASSEE, FLORIDA

Name

Alexander van Someren

Address

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Station Road
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John E. Abdo

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