

CT CORPORATION SYSTEM

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CORPORATION(S) NAME

Netegrity, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

3/30/01

Order#: 3885773

Ref#:

Amount: \$

DIVISION OF CORPORATION

01 MAR 30 PM 4:28

RECEIVED

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:

1. Netegrity, 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. 04-2911320

(FEI number, if applicable)

4. September 11, 1986

(Date of incorporation)

5. Perpetual

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

6. February 12, 2001

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155,

7. 52 Second Avenue, Waltham, Massachusetts 02451

(Current mailing address)

8. To sell and maintain software.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Amy Berletetti

(Registered agent's signature) (Officer)

AMY BERLETETTI

SPECIAL ASSISTANT SECRETARY

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: see attached list of officers

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. Barry Bycoff, President

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

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TALLAHASSEE, FLORIDA

**OFFICERS AND DIRECTORS
OF
NETEGRITY, INC.**

Barry N. Bycoff, President, CEO and Chairman of the Board of Directors

Business Address:
52 Second Avenue
Waltham, Massachusetts 02451

Residence Address:
3 Kress Farm Road
Hingham, Massachusetts 02043

James Hayden, Treasurer and CFO

Business Address:
52 Second Avenue
Waltham, Massachusetts 02451

Residence Address:
11 Castlewood Road
Westford, Massachusetts 01886

Colette Cooke, Asst. Secretary

Business Address:
52 Second Avenue
Waltham, Massachusetts 02451

Residence Address:
202 Virginia Farm Road
Carlisle, Massachusetts 01741

Paul F. Deninger, Director

Business Address:
C/o Broadview International LLC
1050 Winter Street
Suite 2400
Waltham, Massachusetts 02451

Residence Address:
69 Highland Circle
Wayland, Massachusetts 01778

Eric R. Giler, Director

Business Address:
C/o Brooktrout Technology, Inc.
410 First Avenue
Needham, Massachusetts 02194

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TALLAHASSEE, FLORIDA

Residence Address:
105 Benvenue Street
Wellesley, Massachusetts 02181

Lawrence D. Lenihan, Jr., Director

Business Address:
C/o Pequot Capital Management Inc.
153 East 53rd Street, 35th Floor
New York, New York 10022

Residence Address:
457 Bellwood Avenue
Sleepy Hollow, New York 10591

Michael L. Mark, Director

Business and Residence Address:
284 Summer Street
Reading, Massachusetts 01867

Ralph B. Wagner, Director

Business and Residence Address:
11 Monroe Road
Wellesley, Massachusetts 02181

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TALLAHASSEE, FLORIDA

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 "NETEGRITY, 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 MARCH, 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.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1044337

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DATE: 03-26-01