

CT CORPORATION SYSTEM

F0100000 2802

CORPORATION(S) NAME

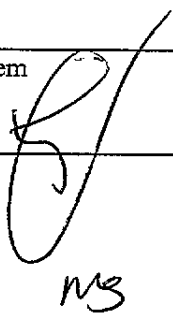
Nassda Corporation

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TALLAHASSEE, FLORIDA

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-11/28/01-01038-014
*****70.00 *****70.00

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|--|---|---|
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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 | | |

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SECRETARY OF STATE
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Name _____
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Examiner _____
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Verifier _____
W.P. Verifier _____

11/28/01

Order#: 4900579

Ref: **BK** _____

Amount: \$ _____

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

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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. Nassda 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 3. 77-0494462
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/21/01 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2975 Scott Boulevard, Suite 110, Santa Clara, CA 95054
(Current mailing address)

8. Software design, sales and support
(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
(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.

C T Corporation System

(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)

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

SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

SEE ATTACHED

President: _____

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. Tammy S. Liu, Vice President and Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Nassda Corporation

Directors

| Name | Title | Address |
|----------------------|--|--|
| Sang S. Wang | Chief Executive Officer and Chairman of the Board | 2975 Scott Boulevard, Suite 110 Santa Clara, CA 95054 |
| An-Chang Deng | President, Chief Operating Officer and Director | 2975 Scott Boulevard, Suite 110 Santa Clara, CA 95054 |
| Yen-Son Huang, Ph.D. | Director | 2975 Scott Boulevard, Suite 110 Santa Clara, CA 95054 |
| Adam Kablanian | Director | 2975 Scott Boulevard, Suite 110 Santa Clara, CA 95054 |
| Edward C.V. Winn | Director | 2975 Scott Boulevard, Suite 110 Santa Clara, CA 95054 |

Officers

| Name | Title | Address |
|-----------------|---|--|
| Sang S. Wang | Chief Executive Officer and Chairman of the Board | 2975 Scott Boulevard, Suite 110 Santa Clara, CA 95054 |
| An-Chang Deng | President, Chief Operating Officer and Director | 2975 Scott Boulevard, Suite 110 Santa Clara, CA 95054 |
| Tammy S. Liu | Vice President, Finance and Administration, Chief Financial Officer, Secretary and Treasurer | 2975 Scott Boulevard, Suite 110 Santa Clara, CA 95054 |
| John A. Yelinek | Vice President, Sales | 2975 Scott Boulevard, Suite 110 Santa Clara, CA 95054 |

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State of Delaware
Office of the Secretary of State

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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NASSDA 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 TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3428047 8300

AUTHENTICATION: 1463029

010596679

DATE: 11-26-01