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AUTHORIZATION : *Patricia P. Kunt*

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 22, 2001

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ORDER NO. : 196458-040

CUSTOMER NO: 4304756

CUSTOMER: Robert Porcelli, Legal Asst
Bingham Dana LLP
150 Federal Street

Boston, MA 02110

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: EPYLON CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

BK

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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**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. Epylon 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. The State of Delaware 3. 06-1619511
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 23, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(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. 645 Harrison Street, Suite 200, San Francisco, CA 94107
(Principal office address)

(Current mailing address)
8. E-procurement services and solutions
(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)

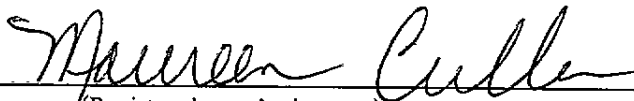
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.


(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David E. Wilkins

Address: 645 Harrison Street, Suite 200

San Francisco, CA 94107

Director: _____

Address: _____

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B. OFFICERS

President: David E. Wilkins

Address: 645 Harrison Street, Suite 200

San Francisco, CA 94107

Vice President: Dennis B. Karbach

Address: 645 Harrison Street, Suite 200

San Francisco, CA 94107

Secretary: David E. Wilkins

Address: 645 Harrison Street, Suite 200, San Francisco, CA 94107

Treasurer: David E. Wilkins

Address: 645 Harrison Street, Suite 200, San Francisco, CA 94107

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. David E. Wilkins
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DAVID E. WILKINS, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EPYLON 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-SECOND DAY OF JUNE, A.D. 2001.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1206168

010302053

DATE: 06-22-01