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ACCOUNT NO. : 072100000032
REFERENCE : 355275 7168457

AUTHORIZATION :
COST LIMIT : \$ *Patricia Pajot*

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01 AUG 17 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 1, 2001
ORDER TIME : 9:28 AM
ORDER NO. : 355275-025
CUSTOMER NO: 7168457

100004539681-8

CUSTOMER: Ms. Christyne Mayberry
Cooley Godward LLP
5200 Carillon Point
Kirkland, WA 98033-7356

FOREIGN FILINGS

NAME: TALISMA CORP.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

RECEIVED
01 AUG 17 AM 10:29
DIVISION OF CORPORATION

TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Talisma Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)

(Firm/Company)

(Address)

(City/State and Zip code)

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, 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. Talisma Corp.
(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. Washington 3. 94-3353980
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. January 27, 2000 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.)
c/o Chief Financial Officer, 4600 Carillon Point
- 7. Kirkland, WA 98033
(Principal office address)
c/o Chief Financial Officer,
4600 Carillon Point, Kirkland, WA 98033
(Current mailing address)
- 8. To engage in any act or activity for which corporations may be organized, including but not limited to, software development services. To engage in any act or activity for which corporations may be organized.
(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.

Corporation Service Company

By: Bobbie Hall

(Registered agent's signature)
Bobbie Hall, Asst. Vice President

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 attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

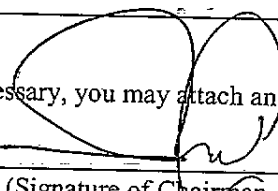
Secretary: _____

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. Donald F. Seaton, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

Talisma Corp.

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TALLAHASSEE, FLORIDA

List of Officers

Name: Sanjaya Sood **Title:** President
Bus. Addr.: 4600 Carillon Point, Kirkland, WA 98033

Name: Pradeep Singh **Title:** Secretary
Bus. Addr.: 4600 Carillon Point, Kirkland, WA 98033

Name: Donald F. Seaton **Title:** Chief Financial Officer
Bus. Addr.: 4600 Carillon Point, Kirkland, WA 98033 and Vice President

List of Directors

Name: Pradeep Singh **Term:** Feb 08, 2002
Bus. Addr.: 4600 Carillon Point, Kirkland, WA 98033

Name: Frederic Harman **Term:** Feb 08, 2002
Bus. Addr.: c/o Oak Investment Partners 525 University Avenue, Suite 1300, Palo Alto, CA 94301

Name: Thomas Hughes **Term:** Feb 08, 2002
Bus. Addr.: c/o Cedar Grove Investments 2415 Carillon Point, Kirkland, WA 98033

Name: Andrew Wileman **Term:** Feb 08, 2002
Bus. Addr.: 2 Hendham Road, London, ENG SW17 7DQ

STATE of WASHINGTON



SECRETARY of STATE

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01 AUG 17 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

TALISMA CORP.

I FURTHER CERTIFY that the records on file in this office show that the above named profit corporation was formed under the laws of the State of Washington and was issued a Certificate of Incorporation in Washington on January 27, 2000.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution have been filed, and that the corporation is duly authorized to transact business in the corporate form in the State of Washington.



Date: August 14, 2001

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

sm

Sam Reed
Sam Reed, Secretary of State