

CT CORPORATION SYSTEM

F01000004644

CORPORATION(S) NAME

iConverse, Inc.

100004566001--5

-08/31/01-01056-011

\*\*\*\*\*70.00 \*\*\*\*\*70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input 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"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<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

RECEIVED  
DEPT. OF STATE  
CORPORATIONS  
DIVISION  
2001 AUG 31 PM 4:02  
TALLAHASSEE, FLORIDA  
FILED

NAME \_\_\_\_\_ 8/31/01 \_\_\_\_\_ Order#: 4761445

Availability \_\_\_\_\_

Document \_\_\_\_\_

Examiner \_\_\_\_\_

Updater \_\_\_\_\_

Verifier \_\_\_\_\_

W.P. Verifier \_\_\_\_\_

Ref#: \_\_\_\_\_ BK

Amount: \$ \_\_\_\_\_

MS

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. iConverse, 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. 04-3499571  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 24, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 15, 2001  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 71 Second Avenue, 3rd Floor  
Waltham, MA 02451  
(Current mailing address)
8. Computer Software and Hardware Development  
(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)

**PATRICIA A. CANARIO,  
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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: Please see attached

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Please see attached

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. \_\_\_\_\_

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

FILED  
01 AUG 31 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## OFFICERS

Name	Office	Address
Andrew Fox	Chairman	71 Second Avenue, 3 <sup>rd</sup> Floor Waltham, MA 02451
Ron Matros	CEO, President	71 Second Avenue, 3 <sup>rd</sup> Floor Waltham, MA 02451
Paul Hallee	CFO, Treasurer, Secretary	71 Second Avenue, 3 <sup>rd</sup> Floor Waltham, MA 02451
John Meltaus	Assistant Secretary	Testa, Hurwitz & Thibeault 125 High Street Boston, MA 02110
Dina Ciarimboli	Assistant Secretary	Testa, Hurwitz & Thibeault 125 High Street Boston, MA 02110

## DIRECTORS

Andrew Fox	Director	71 Second Avenue, 3 <sup>rd</sup> Floor Waltham, MA 02451
Ron Matros	Director	71 Second Avenue, 3 <sup>rd</sup> Floor Waltham, MA 02451
Michael Frank	Director	Advanced Technology Ventures 281 Winter Street, Suite 350 Waltham, MA 02451
David Baum	Director	Prism Venture Partners 100 Lowder Brook Drive Suite 2500 Westwood, MA 02090

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ICONVERSE, 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-NINTH DAY OF AUGUST, 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 AUG 31 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3164510 8300

AUTHENTICATION: 1320536

010428786

DATE: 08-29-01