



FD 2000001931

ACCOUNT NO. : 072100000032

REFERENCE : 521898

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
02 APR 16 PM 2:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : April 10, 2002

ORDER TIME : 9:48 AM

ORDER NO. : 521898-020

CUSTOMER NO: 7236732

100005281891--0

CUSTOMER: Donna Bonfiglio, Paralegal
Hale And Dorr Llp
650 College Road East
Princeton Forrestal Ctr 4th Fl
Princeton, NJ 08540

FOREIGN FILINGS

NAME: BUSINESS LAYERS INC.

BK

RECEIVED
02 APR 16 AM 10:30
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 16, 2002

DEBORAH SCHRODER
CSC
TALLAHASSEE, FL

SUBJECT: BUSINESS LAYERS, INC.
Ref. Number: W02000010658

RESUBMIT

Please give original
submission date as file date.

We have received your document for BUSINESS LAYERS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please state a PURPOSE for the corporation in Item 8.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 002A00022509

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TALLAHASSEE, FLORIDA

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02 APR 17 AM 10:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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

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1. Business Layers, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 12, 2001 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 7, 2002
(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. 365 West Passaic Street, Rochelle Park, NJ 07662
(Principal office address)
365 West Passaic Street, Rochelle Park, NJ 07662
(Current mailing address)

- A provider of directory-based eprovisioning solutions that streamline the allocation of
8. customers' digital resources and services
(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

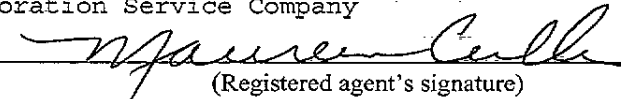
Office Address: 1201 Hays Street

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


(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 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: _____

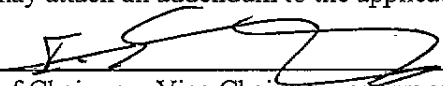
Secretary: _____

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. IZHAK SHAX President & CEO
(Typed or printed name and capacity of person signing application)

Business Layers Inc.
Board of Directors
As of April 2, 2002

Tali Aben
General Partner
Gemini Israel Venture Funds Ltd.
9 Hamanofim St., 9th Floor
Herzliya, 46725 Israel
Tel: 972-9-971-9111
Fax: 972-9-958-4842

James C. Furnivall
Managing Partner
Canaan Partners
105 Rowayton Ave.
Rowayton, CT 06853
Tel: 203-855-0400
Fax: 203-854-9117
Cell: 203-858-1996

Shlomo Kramer
(ASAF Investment in High Tech Ltd.)
Zavit
48 Ehad Ha Am Street
Tel Aviv, 65202 Israel
Tel: 972-3-566-9933
Fax: 972-3-560-2418
Cell: 972-55-709-031

Jonathan Medved
General Partner
Israel Seed Partners
(64 Emek Refaim, Jerusalem 93142)
PO Box 8721
Jerusalem, 91086 Israel
Tel: 972-2-561-2090
Fax: 972-2-561-1955

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Leigh Michl
Managing Director
Ascent Venture Management III, O.P.
255 State Street, 5th Floor
Boston, MA 02109
Tel: 617-720-9400
Fax: 617-720-9401

Izhar Shay
President & CEO
Business Layers Inc.
365 West Passaic Street
Rochelle Park, NJ 07662
Tel: 201-291-8999
Fax: 201-291-0006

Avi Zamir
COO
Business Layers Inc.
365 West Passaic Street
Rochelle Park, NJ 07662
Tel: 201-291-8999
Fax: 201-291-0006

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Delaware

PAGE 1

The First State

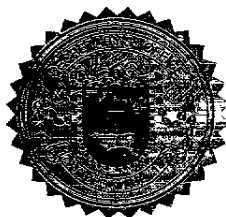
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BUSINESS LAYERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BUSINESS LAYERS, INC." WAS INCORPORATED ON THE TWELFTH DAY OF APRIL, A.D. 2001.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3375985 8300

AUTHENTICATION: 1721290

020238002

DATE: 04-15-02