

F020 00004559

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Guardent, Inc.
(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:

Kate Criniti, Asst. General Counsel
(Name of Person)
Guardent, Inc.
(Firm/Company)
75 Third Avenue
(Address)
Waltham, MA 02451
(City/State and Zip code)

02 SEP -5 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

For further information concerning this matter, please call:

Kate Criniti at (781) 577.6500
(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

JB
9-6-02

**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. Guardent, 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. 04-3505744
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/22/99 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. have not yet but are negotiating to provide services to FL state agencies
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 75 Third Avenue
Waltham, MA 02451
(Current mailing address)

8. any lawful purpose
(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)

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TALLAHASSEE, FLORIDA

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AND
FILED

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

J. J. Kearney
(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)

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

A. DIRECTORS

Chairman: SEE EXHIBIT A ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE EXHIBIT A ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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APPROVED
AND

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David Samuels, Executive Vice Pres. and Sec.
(Typed or printed name and capacity of person signing application)

Guardent, Inc.
Application for Authorization to Transact Business in Florida

Exhibit A

Board of Directors:

<u>Name</u>	<u>Address</u>
Maria A. Cirino, Chairman	Guardent, Inc., 75 Third Avenue, Waltham, MA 02451
Izhar Armony	Charles River Venture Partners, 1000 Winter Street, Suite 3300, Waltham, MA 02451
Mary Cirillo	Hudson Ventures, 660 Madison Ave., 14th Floor, New York, NY 10021
Suzanne King	New Enterprise Associates, 11951 Freedom Square, Suite 1240, Reston, VA 20190
Michael Ruffolo	5 Cobblestone Road, Sudbury, MA 01766
Jeremy Phillips	Citigroup, 909 Third Avenue, 16th Floor, New York, NY 10043
Lawrence Handon	UBS Capital, 299 Park Ave., Suite 24, New York, NY 10171-0026

Officers:

<u>Name</u>	<u>Office</u>	<u>Business Address</u>
Maria A. Cirino	President and CEO	Guardent, Inc., 75 Third Avenue, Waltham, MA 02451
David M. Samuels	EVP and Secretary	same
Daniel McCall	EVP and Treasurer	same
Hans Larsen	Chief Financial Officer	same
Katherine M. Criniti	Assistant Secretary	same
Edwin Miller, Jr.	Assistant Secretary	Morse, Barnes-Brown & Pendleton, P.C., Reservoir Place, 1601 Trapelo Road, Waltham, MA 02451

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AND
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TALLAHASSEE, FLORIDA

Delaware

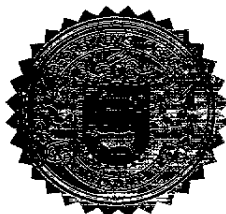
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GUARDENT, 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. 2002.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3148001 8300

AUTHENTICATION: 1959334

020545129

DATE: 08-29-02