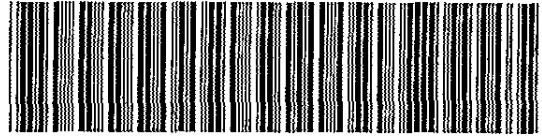


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CLERK OF STATE
TALLAHASSEE, FLORIDA



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AL

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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CLERK OF STATE
TALLAHASSEE, FLORIDA

Date: August 26, 2003

To: FL SOS / Registration Section Fax #:

From: Kayron Roberts, Staff Accountant

Subject: New Foreign Corporation Registration FEIN: 74-2916561

Enclosed you will find our Foreign Corporation application for authorization to transact business in Florida along with a \$70.00 check for filing fees.

We are a Texas-based corporation that is in the process of transacting a sale in the State of Florida. We do not have any employees residing in FL nor do we have a physical address in FL. However, the sale includes on-site customer training and a maintenance agreement. It is our understanding that these two criteria constitute a presence within the State of FL and requires us to register with the state. In addition to registering with the Secretary of State, we are also in the process of registering with the Department of Revenue for sales tax purposes.

If you have any questions regarding this application, please feel free to contact me direct at the numbers listed below.

Thank you for your attention to this application,

Kayron Roberts
512-439-2857
512-439-2898 F#
Kayron.Roberts@NetQoS.com

TRANSMITTAL LETTER

FILED
03 AUG 27 AM 10: 26

TO: Registration Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: NetQoS, 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:

Kayron Roberts

(Name of Person)

NetQoS, Inc.

(Firm/Company)

6504 Bridge Point Pkwy, Suite 501

(Address)

Austin, TX 78730-5069

(City/State and Zip code)

For further information concerning this matter, please call:

Kayron Roberts

(Name of Person)

at (512) 439-2857

(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

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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27 AM 10:26

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. NetQoS, 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. Texas

(State or country under the law of which it is incorporated)

3. 74-2916561

(FEI number, if applicable)

4. March 24, 1999

(Date of incorporation)

5. N/A

(Duration: Year corp. will cease to exist or "perpetual")

6. August 1, 2003

(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. 6504 Bridge Point Pkwy, Suite 501, Austin, TX 78730-5069

(Principal office address)

6504 Bridge Point Pkwy, Suite 501, Austin, TX 78730-5069

(Current mailing address)

8. Sale of Network Perf. Software License & related Services. Any and all lawful business.

(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

(City)

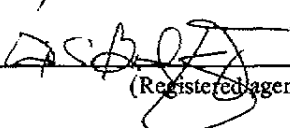
, Florida 33324

(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.

William C. Bradford, Jr.
Vice President


(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 Addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Brett Panter

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

14. Brett Panter, Director of Finance (Officer)

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

FILED

03 AUG 27 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Assistant Secretary of State

Office of the Secretary of State

FILED

03 AUG 27 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for NetQoS, Inc. (filing number: 152921900), a Domestic Business Corporation, was filed in this office on March 24, 1999.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 21, 2003.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Assistant Secretary of State