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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 585153 4814233
AUTHORIZATION : *Patricia Pizot*
COST LIMIT : \$ 70.00

FILED
04 MAY -5 AM 9:34
SEAL OFFICE OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 22, 2004

ORDER TIME : 10:55 AM

ORDER NO. : 585153-015

CUSTOMER NO: 4814233

CUSTOMER: Brynne R. Klasky, Esq.
Morris Manning & Martin
1600 Atlanta Financial Center
3343 Peachtree St, Northeast
Atlanta, GA 30326

FOREIGN FILINGS

NAME: IVIVITY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

FILED
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TALLAHASSEE, FLORIDA

1. iVivity, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 58-2572550

(FEI number, if applicable)

4. 09-26-2000

(Date of incorporation)

5. _____

(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.)

7. 555 Oakbrook Parkway, Suite 280, Norcross, Georgia 30093

(Principal office address)

555 Oakbrook Parkway, Suite 280, Norcross, Georgia 30093

(Current mailing address)

8. To provide technology solutions for network storage.

(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

Brian Courtney

Asst. V. Pres.

(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: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

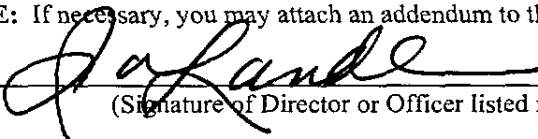
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. Ira Lande, Secretary and Treasurer _____
(Typed or printed name and capacity of person signing application)

iVivity Officer/Director Rider

OFFICERS:

David F. Coombs – Chief Executive Officer
5555 Oakbrook Parkway
Suite 280
Norcross, Georgia 30093

Ira Lande – Secretary and Treasurer
5555 Oakbrook Parkway
Suite 280
Norcross, Georgia 30093

Bruce Bergman – Chairman of the Board
3950 Gordon Drive
Naples, Florida 34102

DIRECTORS:

David F. Coombs
5555 Oakbrook Parkway
Suite 280
Norcross, Georgia 30093

Bruce Bergman
3950 Gordon Drive
Naples, Florida 34102

David Sung
HIG-IVIV, Inc.
c/o H.I.G. Ventures
950 East Paces Ferry Road
Suite 1550
Atlanta, Georgia 30326

Justin Perrault
c/o Commonwealth Capital Ventures III,
L.P.
20 William Street
Wellesley, Massachusetts 02481

Nelson Chu
Kinetic Ventures II, LLC
c/o Kinetic Ventures
Alliance Center
3500 Lenox Road, NE
Suite 1790
Atlanta, Georgia 30326

Zulfiqar Ali Qazilbash
5555 Oakbrook Parkway
Suite 280
Norcross, Georgia 30093

Delaware

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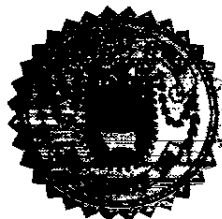
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IVIVITY, 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 FOURTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "IVIVITY, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2000.

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.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3090634

DATE: 05-04-04