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CT CORPORATION

February 1, 2005

Department of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
05 FEB - 1 PM 3:32
TALLAHASSEE, FLORIDA

Re: Order #: 6177852 WO
Customer Reference 1: None
Customer Reference 2: NetManage, Inc

Dear Department of State, Florida:

Please obtain the following:

NetManage, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Stephanie Sanders
Fulfillment Specialist
Stephanie_Sanders@cch-lis.com

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. NetManage, 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. 77-0252226

(FEI number, if applicable)

4. 07/23/1993

(Date of incorporation)

5. Perpetual

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 20883 Stevens Creek Blvd, Cupertino, CA 95014

(Principal office address)

same

(Current mailing address)

8. See Attachment

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

By: Connie Bryan Special Asst. Secretary
(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 *SEE ATTACHMENT*

Chairman: Zvi Alon

Address: 20883 Stevens Creek Blvd

Cupertino, CA 95014

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS *SEE ATTACHMENT*

President: Zvi Alon

Address: 20883 Stevens Creek Blvd

Cupertino, CA 95014

Vice President: Michael Peckham

Address: 20883 Stevens Creek Blvd

Cupertino, CA 95014

Secretary: Michael Peckham

Address: 20883 Stevens Creek Blvd Cupertino, CA 95014

Treasurer: _____

Address: _____

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

13. _____

Michael R. Peckham
(Signature of Director or Officer listed in number 12 of the application)

14. _____

MICHAEL R. PECKHAM, CFO, SR VP & SECRETARY

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

Attachment to Florida

Purpose Clause

The purpose of the Corporation is to engage in any lawful act of activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

Officers & Directors

- | | | |
|----|-------------------|--------------------------------------------|
| 1. | Full Name: | Zvi Alon |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President/CEO |
| | Director's Title: | Chairman |
| | Business Address: | 20883 Stevens Creek Blvd |
| | City: | Cupertino |
| | State: | CA |
| | ZIP Code: | 95014 |
| 2. | Full Name: | Michael Peckham |
| | Officer/Director: | Officer |
| | Officer's Title: | CFO/Senior Vice President/Secretary |
| | Business Address: | 20883 Stevens Creek Blvd |
| | City: | Cupertino |
| | State: | CA |
| | ZIP Code: | 95014 |
| 3. | Full Name: | Peter Harvart-Simkin |
| | Officer/Director: | Officer |
| | Officer's Title: | Senior Vice President |
| | Business Address: | 20883 Stevens Creek Blvd |
| | City: | Cupertino |
| | State: | CA |
| | ZIP Code: | 95014 |
| 4. | Full Name: | Ron Rudolph |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President/Human Resources |
| | Business Address: | 20883 Stevens Creek Blvd |
| | City: | Cupertino |
| | State: | CA |
| | ZIP Code: | 95014 |
| 5. | Full Name: | Ido Hardonag |
| | Officer/Director: | Officer |
| | Officer's Title: | Senior Vice Presiden/Worldwide Engineering |
| | Business Address: | 20883 Stevens Creek Blvd |
| | City: | Cupertino |
| | State: | CA |
| | ZIP Code: | 95014 |
| 6. | Full Name: | Ibrahim Ayat |

- | | | |
|--|-------------------|-------------------------------------|
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President/North American Sales |
| | Business Address: | 20883 Stevens Creek Blvd |
| | City: | Cupertino |
| | State: | CA |
| | ZIP Code: | 95014 |
7. Full Name: David Richards
Officer/Director: Officer
Officer's Title: Vice President/General Manager Librados
Product Line
Business Address: 20883 Stevens Creek Blvd
City: Cupertino
State: CA
ZIP Code: 95014
8. Full Name: Dave P. Desjardins
Officer/Director: Officer
Officer's Title: Vice Presiden/Worldwide Consulting
Business Address: 20883 Stevens Creek Blvd
City: Cupertino
State: CA
ZIP Code: 95014
9. Full Name: Darrell Miller
Officer/Director: Director
Officer's Title:
Business Address: 195 Loma Alta
City: Los Gatos
State: CA
ZIP Code: 95032
10. Full Name: Abraham Ostroversky
Officer/Director: Director
Officer's Title:
Business Address: 20883 Stevens Creek Blvd
City: Cupertino
State: CA
ZIP Code: 95014
11. Full Name: John Bosch
Officer/Director: Director
Officer's Title:
Business Address: Bay Partners, 10600 N. De Anza Blvd, Suite 100
City: Cupertino
State: CA
ZIP Code: 95014

Delaware

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The First State

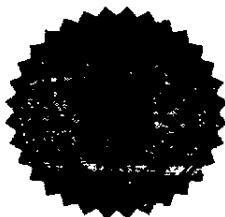
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NETMANAGE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2005.

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: 3649184

DATE: 01-28-05