

F05000003580

(Requestor's Name)

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(Business Entity Name)

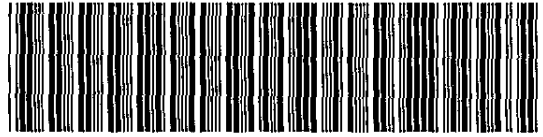
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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032
REFERENCE : 404268 7147828
AUTHORIZATION : *Patricia Pappas*
COST LIMIT : \$ 70.00

ORDER DATE : June 2, 2005
ORDER TIME : 10:49 AM
ORDER NO. : 404268-035
CUSTOMER NO: 7147828
CUSTOMER: Heather Eremin, Legal Asst
Dla Piper Rudnick Gray Cary
Suite 400
1221 S. Mopac Expressway
Austin, TX 78746-6875

FOREIGN FILINGS

NAME: TIMBRE TECHNOLOGIES, 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: Sara Lea -- EXT# 2914

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

05 JUN 20 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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. Timbre Technologies, 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. California 3. 94-3310672
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 29, 1998 5. Perpetual
(Date of incorporation) (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.)

2953 Bunker Hill Ln.
7. Santa Clara, CA 95054
(Principal office address)

2953 Bunker Hill Ln., Santa Clara, CA 95054
(Current mailing address)

8. To engage in any act or activity for which corporations may be organized.
(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

BY: Deborah D Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

Assistant Vice President

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. Zoltan Papp, Secretary _____

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

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Timbre Technologies, Inc.

List of Officers

Name: Kiyoshi Sato **Title:** Chairman and CEO
Bus. Addr.: 2953 Bunker Hill Ln., Suite 301, Santa Clara, CA 95054

Name: Alan Nolet **Title:** President and COO
Bus. Addr.: 2953 Bunker Hill Ln., Suite 301, Santa Clara, CA 95054

Name: Zoltan Papp **Title:** Secretary
Bus. Addr.: 2953 Bunker Hill Ln., Suite 301, Santa Clara, CA 95054

Name: Yukio Saeki **Title:** Chief Financial Officer
Bus. Addr.: 2953 Bunker Hill Ln., Suite 301, Santa Clara, CA 95054

Name: Masahiko Hamajima **Title:** Senior Vice President
Bus. Addr.: 2953 Bunker Hill Ln., Suite 301, Santa Clara, CA 95054

List of Directors

Name: Kiyoshi Sato
Bus. Addr.: 2953 Bunker Hill Ln., Suite 301, Santa Clara, CA 95054

Name: Ryuichi Komatsubara
Bus. Addr.: 2953 Bunker Hill Ln., Suite 301, Santa Clara, CA 95054

Name: Alan Nolet
Bus. Addr.: 2953 Bunker Hill Ln., Suite 301, Santa Clara, CA 95054

Name: Masahiko Hamajima
Bus. Addr.: 2953 Bunker Hill Ln., Suite 301, Santa Clara, CA 95054

Name: Mamoru Hara
Bus. Addr.: 2953 Bunker Hill Ln., Suite 301, Santa Clara, CA 95054

Name: Barry R. Rapozo
Bus. Addr.: 2400 Grove Blvd., Austin, TX 78741

State of California
Secretary of State

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **29th day of September, 1998, TIMBRE TECHNOLOGIES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of June 7, 2005.



A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State