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(Address)

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49-856
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SumTotal Systems, 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:

(Name of Person)
SumTotal Systems, Inc.
(Firm/Company)
1808 N. Shoreline Blvd.
(Address)
Mountain View, CA 94043
(City/State and Zip code)

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For further information concerning this matter, please call:

Michael E. Kaminski at (650) 962-5610
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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.

1. SumTotal Systems, 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 3. 42-1607228
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1984 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1808 N. Shoreline Blvd. Mountain View, CA 94043
(Principal office address)

1808 N. Shoreline Blvd. Mountain View, CA 94043
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may
be organized under the Delaware General Corporation Law.
(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: Jim Gill

Office Address: 701 Chesswood Court

Jacksonville, Florida 32259
(City) (Zip code)

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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.

X James M. Gill
(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: Donald Fowler
Address: 1808 N. Shoreline Blvd.
Mountain View, CA 94043

Vice Chairman: Jack Acosta
Address: 1808 N. Shoreline Blvd.
Mountain View, CA 94043

Director: John Cone
Address: 1808 N. Shoreline Blvd.
Mountain View, CA 94043

Director: Sally Nardick
Address: 1808 N. Shoreline Blvd.
Mountain View, CA 94043

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B. OFFICERS

President: Kevin Oakes
Address: 1808 N. Shoreline Blvd.
Mountain View, CA 94043

Vice President: Dave Crussell
Address: 1808 N. Shoreline Blvd.
Mountain View, CA 94043

Secretary: Erika Rottenberg
Address: 1808 N. Shoreline Blvd. Mountain View, CA 94043

Treasurer: Neil Laird
Address: 1808 N. Shoreline Blvd. Mountain View, CA 94043

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

13. Neil Laird 11/18/05
(Signature of Director or Officer listed in number 12 of the application)

14. Neil Laird, CFO
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUMTOTAL SYSTEMS, 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 FIFTEENTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUMTOTAL SYSTEMS, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2003.

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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TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4975436

DATE: 08-15-06