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FOREIGN PROFIT/NONPROFIT CORPORATION

OPENWATER SOFTWARE, INC.

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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. OPENWATER SOFTWARE, 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. 20-3961099
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/09/2005 5. PERPETUAL
(Date of incorporation) (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. 251 LYTTON AVENUE, SUITE 200 PALO ALTO CA 94301
(Principal office address)
- 251 LYTTON AVENUE, SUITE 200 PALO ALTO CA 94301
(Current mailing address)
8. SOFTWARE SERVICES
(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: National Corporate Research, Ltd., Inc.
Office Address: 515 East Park Avenue
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.

Misty Dawn Riley
(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:

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A. DIRECTORSChairman: MICHAEL ROCHAAddress: 251 LYTTON AVENUE, SUITE 200PALO ALTO CA 94301

Vice Chairman: _____

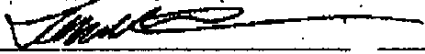
Address: _____

Director: TIMOTHY CHOUAddress: 251 LYTTON AVENUE, SUITE 200PALO ALTO CA 94301Director: TERRY GARNETTAddress: 1200 PARK PLACE, SUITE 200SAN MATEO CA 94403**B. OFFICERS**President: MICHAEL ROCHAAddress: 251 LYTTON AVENUE, SUITE 200PALO ALTO CA 94301Vice President: TIMOTHY CHOUAddress: 251 LYTTON AVENUE, SUITE 200PALO ALTO CA 94301Secretary: STEPHAN C. FERRUOLOAddress: 4350 LA JOLLA VILLAGE DR. , 7TH FLOOR SAN DIEGO CA 92122-1246

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. TIMOTHY CHOU CHIEF FINANCIAL OFFICER/VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPENWATER SOFTWARE, 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 THIRTEENTH DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OPENWATER SOFTWARE, INC." WAS INCORPORATED ON THE NINTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5430481

DATE: 02-13-07

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