

F070000003868

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

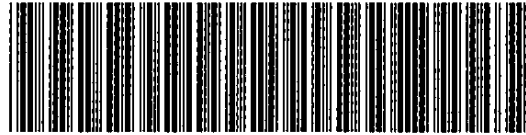
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700106801907

07/30/07--01022--032 **87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 AUG - 1 PM 3:43

FILED

VA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Firepond, 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:

Greg Brandt
(Name of Person)

Firepond, Inc.
(Firm/Company)

11 Civic Center Plaza, Suite 310
(Address)

Mankato, MN 56001
(City/State and Zip code)

For further information concerning this matter, please call:

Greg Brandt at (507) 388-0415
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

New Filing 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 30, 2007

GREG BRANDT
11 CIVIC CENTER PLAZA, SUITE 310
MANKATO, MN 56001

SUBJECT: FIREPOND, INC.
Ref. Number: W07000036718

We have received your document for FIREPOND, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Document Specialist
New Filing Section

Letter Number: 707A00047221

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. Firepond, 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. 20-344684 (FBI number, if applicable)

4. 8/31/05 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 7/30/2007 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 181 Wells Ave Suite 100 Newton, MA 02459 (Principal office address)

181 Wells Ave Suite 100 Newton, MA 02459 (Current mailing address)

8. Software development (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 E. Park Ave.

Tallahassee, Florida 32301 (City) (Zip code)

SECRETARY OF STATE ALACHUA COUNTY FLORIDA

07 AUG -1 PM 3:43

FILED

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.

Wayne Raphael, VP (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.

FILED

07 AUG -1 PM 3:43

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Refer to following list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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] CFO

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

14. STEPHEN PEARY, CFO

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

07 AUG -1 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Firepond, Inc.

Officers and Directors
(list and mailing addresses)

OFFICERS:

President and
Chief Executive Officer

William Santo
181 Wells Avenue
Newton, Massachusetts 02459

Chief Financial Officer
and Secretary

Stephen Peary
181 Wells Avenue
Newton, Massachusetts 02459

DIRECTORS:

Chairman of the
Board of Directors

Douglas Croxwall
181 Wells Avenue
Newton, Massachusetts 02459

Director

William Santo
181 Wells Avenue
Newton, Massachusetts 02459

Director

Mark Campion
181 Wells Avenue
Newton, Massachusetts 02459

Director

Mark Tunney
181 Wells Avenue
Newton, Massachusetts 02459

Delaware

The First State

FILED

07 AUG -1 PM 3:43
PAGE 1

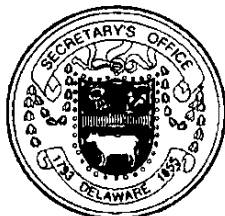
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FP TECHNOLOGY, INC.", CHANGING ITS NAME FROM "FP TECHNOLOGY, INC." TO "FIREPOND, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JUNE, A.D. 2007, AT 10:10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4024043 8100

070718659



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5767431

DATE: 06-18-07