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San Francisco, CA 94105
Tel 415 227 0763
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April 17, 1995

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-04/18/95--01117--001
*****70.00 *****70.00

Re: **TCSI CORPORATION**
Order #: 269880

Ladies/Gentlemen:

As requested by counsel, we enclose for filing
**Application By Foreign Corporation For Authorization To
Transact Business In Florida** on behalf of this
corporation, together with funds in payment of the
required fees. This document should be filed at your
earliest convenience.

Evidence of the filing should be returned to this office.
I have enclosed a Federal Express label for your
convenience.

If you have any questions or if for any reason the filing
cannot be effected promptly, please notify this office of
the details by calling our toll-free number: 1-800-227-
4734.

Very truly yours,

Barbara Jean Cowell
Barbara Jean Cowell
Associate Customer Specialist

/bjc
Enclosures

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. TCSI Corporation
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Nevada
(State or country under the law of which it is incorporated)
3. September 29, 1987 4. Perpetual
(Date of Incorporation) (Duration)
5. 68-140975
(Federal Employer Identification number, if applicable)
6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2121 Allston Way, Berkeley, California 94704
(Current mailing address)
8. Custom software products and service provider.
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and street addresses of officers and or directors:
A. Directors:
Chairman: See attached list of directors
Address: _____

Vice Chairman: See attached list of directors
Address: _____

Director: See attached list of directors
Address: _____

Director: _____
Address: _____

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9. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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.

Registered agent's signature: _____

C T Corporation System

Barbara Cannizz (Officer)
Special Assistant Secretary

(Typed Name and Title of Officer)

12. 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.

13. Paul Farmer

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Paul Farmer, CFO & Vice-President

(Name and capacity of person signing application)

OFFICERS AND DIRECTORS OF TCSI CORPORATION

HARVEY E. WAGNER	Director	2121 Allston Way Berkeley, CA 94704
ROGER A. STRAUCH	President Chief Executive Officer Director	2121 Allston Way Berkeley, CA 94704
DANIEL H. MILLER	Executive Vice President Director	2121 Allston Way Berkeley, CA 94704
RAM A. BANIN	Sr. Vice President	2121 Allston Way Berkeley, CA 94704
GARY NELSON	Sr. Vice President	2121 Allston Way Berkeley, CA 94704
SHRIKANT A. GARDE	Sr. Vice President	2121 Allston Way Berkeley, CA 94704
PAUL A. FARMER	Vice President Secretary Chief Financial Officer	2121 Allston Way Berkeley, CA 94704
JOHN C. BOLGER	Director	2121 Allston Way Berkeley, CA 94704
WILLIAM A. HASLER	Director	2121 Allston Way Berkeley, CA 94704
DAVID G. MESSERSCHMITT	Director	2121 Allston Way Berkeley, CA 94704

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CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **TCSI CORPORATION** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 4th day of March, 1995.

Dean Heller

Secretary of State

By *Lisa Rojas*
Certification Clerk

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