

F95000001964

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

W 95-7635

SUBJECT: T3plus Networking, 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:

Cheryl Campbell
(Name of Person)
T3plus Networking, Inc.
(Firm/Company)
3393 Octavius Drive
(Address)
Santa Clara, CA 95054
(City, State and Zip Code)

FILED
95 APR 21 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
900001451459
-04/1C/95--01010--022
*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

Cheryl Campbell at (408) 986 - 4246
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 10, 1995

**CHERYL CAMPBELL
T3PLUS NETWORKING, INC.
3393 OCTAVIUS DR.
SANTA CLARA, CA 95054**

**SUBJECT: T3PLUS NETWORKING, INC.
Ref. Number: W95000007635**

We have received your document for T3PLUS NETWORKING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

Please return 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 (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 995AJ0016156

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. T3plus Networking, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. California
(State or country under the law of which it is incorporated)
3. 77-0230176
(FEI number, if applicable)
4. 8/10/89
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 3393 Octavius Drive
Santa Clara, CA 95054
(Current mailing address)
8. Sale of Data Communication Equipment Manufactured in California
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: Dwight Linn
T3plus Networking, Inc.
Office Address: 1561 S. Congress Avenue, Suite 253
DelRay Beach, Florida, 33445
(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.


(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
95 APR 21 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Director : Tench Coxe
Sutter Hill Ventures
Address: 755 Page Mill Place, Suite A200
Palo Alto, CA 94304

Director : Frederick K. Fluegel
Matrix Partners
Address: 2500 Sand Hill Road, Suite 113
Menlo Park, CA 94025

Director: Kathryn C. Gould
Merrill, Pickard, Anderson & Eyre
Address: 2480 Sand Hill Road
Menlo Park, CA 94025

Director: James Mongiello
T3plus Networking, Inc.
Address: 3393 Octavius Drive
Santa Clara, CA 95054

B. OFFICERS

President: James Mongiello
Address: 47066 Palo Amarillo
Fremont, CA 94539

Vice President: Robert M. Stiehler
Address: 40335 Imperio Place
Fremont, CA 94539

Secretary: Elias J. Blawie
Address: 2800 Sand Hill Road
Menlo Park, CA 94025

Vice President : Kenneth Koenig
Address: 13071 Pierce Road
Saratoga, CA 95070

**Continued on Attached
Addendum**

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT M STIEHLER, V.P.
(Typed or printed name and capacity of person signing application)

FILED
95 APR 21 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADDENDUM

12.B. OFFICERS Continued:

Vice President: Robert A. Ende
Address: 1389 Pritchett Court
Los Altos, CA 94024

Vice President: Peter Liebowitz
Address: 16988 Brierly Court
Castro Valley, CA 94546

FILED
95 APR 21 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 10th day of August

T3PLUS NETWORKING, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; 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
27th day of March, 1995



Bill Jones
BILL JONES
Secretary of State

FILED
95 APR 28 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ONSTREAM
NETWORKS

August 29, 1995

200001578722
-09/06/95--01074--009
*****35.00 *****35.00

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

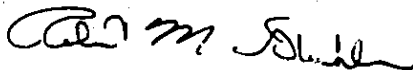
Subject: Federal ID # 77-0230176
FL document # F95000001964

Effective September 5, 1995, T3plus Networking, Inc. will change its name to OnStream Networks, Inc. For tax reporting purposes, all federal and state account numbers will remain the same. Please make the appropriate changes to your records.

If you should have questions or require additional information, please contact me at (408) 727-4545.

Thank you.

Sincerely,



Robert M. Stiehler
Vice President - Finance & Administration

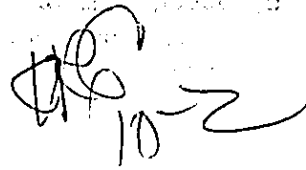
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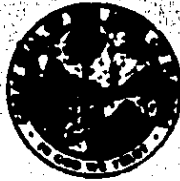
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10/10/95

W95-18024





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 7, 1995

ROBERT M. STIEHLER
ONSTREAM NETWORKS
3393 OCTAVIUS DR.
SANTA CLARA, CA 95054

SUBJECT: T3PLUS NETWORKING, INC.
Ref. Number: F95000001964

We have received your document for T3PLUS NETWORKING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An ~~original~~ duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return 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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 195A00041418

RECEIVED
95 Sept. 7 - 21 AM 11:13
DIVISION OF CORPORATIONS

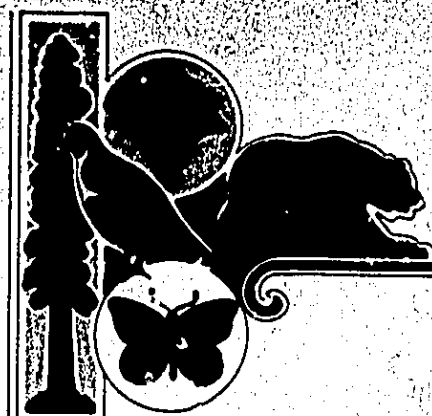
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)**

(1-3 must be completed)

- 95 OCT -2 PM 6:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ss in Florida

(4-7 complete only the applicable changes)

- 5/29/95
Date
Vice President - Finance & Administration
Title



**State
of
California**

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

1, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 10th day of August

ONSTREAM NETWORKS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; 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
19th day of September, 1995**

Bill Jones
BILL JONES
Secretary of State





State
of
California

SECRETARY OF STATE'S OFFICE

A464838

CORPORATION DIVISION

I, **BILL JONES**, Secretary of State of the State of California,
hereby certify:

That the annexed transcript has been compared with
the corporate record on file in this office. of which it
purports to be a copy, and that same is full, true and
correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

AUG 18 1995



Bill Jones

Secretary of State

4464838

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

**CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
T3PLUS NETWORKING, INC.**

AUG 18 1995

Bill Jones
BILL JONES, Secretary of State

The undersigned, James Mongiello and Elias J. Blawie, hereby certify that:

1. They are the duly elected President and Secretary, respectively, of T3plus Networking, Inc., a California corporation.
2. Article FIRST of the Articles of Incorporation of the corporation is hereby amended in its entirety to read as follows:

"FIRST

The name of this corporation is OnStream Networks, Inc."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding shares of the corporation is 2,469,091 shares of Common Stock, 1,715,000 shares of Series A Preferred Stock, 2,049,443 shares of Series B Preferred Stock, 2,675,602 shares of Series C Preferred Stock and 2,916,666 shares of Series D Preferred Stock. The number of shares voting in favor of the amendment equalled or exceeded the vote required. The percentage vote required under law and the Articles of Incorporation in effect at the time of this amendment was more than 50% of the outstanding shares of Common Stock and Preferred Stock, voting as a single class.

The undersigned further declare under penalty of perjury that the matters set forth in the foregoing Certificate of Amendment of the Articles of Incorporation are true and correct of our own knowledge.

Executed at Santa Clara, California, on August 11, 1995.

James Mongiello
James Mongiello, President

Elias J. Blawie
Elias J. Blawie, Secretary

F95000001964

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

500001958955
-09/27/96--01035--009
*****35.00 *****35.00

OnStream Networks, Inc

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Limited Liability Partnership | | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 200% |
| <input checked="" type="checkbox"/> Walk in | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

| |
|-------------------|
| Name |
| Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

CR2E031 (1-80)

PLEASE RETURN EXTRA
FILE STAMP

9/27/96

9/27

K.A. Change

FILED
9 SEP 27 PM 2:10
RECEIVED
9 SEP 27 PM 2:09
CLERK OF STATE
TALLAHASSEE FLORIDA

Florida Department of State, Sandra B. Morham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of California submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: OnStream Networks, Inc.

2. The mailing address of the corporation is: 3393 Octavina Drive
Santa Clara, CA 95054

3. Date of incorporation/qualification: 8/10/89 Document number: 1644496

4. The name and address of the current registered agent and office:

Jerry Cox

2031 North Pointe Alexis

Tarpon Springs, FL 34689

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

CT Corporation System

1200 South Pine Island

Plantation, FL 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Jan A. Praisner
(Signature of an officer, chairman or vice chairman of the board)

9/12/96
(Date)

Jan A. Praisner - Vice President & CFO

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

George C. Romero
(Signature of Registered Agent)

9/26/96
(Date)

If signing on behalf of an entity:

George C. Romero

Assistant Secretary
(Typed or Printed Name)

(Capacity)

FILED
96 SEP 27 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3Com

3Com Corporation

(408) 764-5000

400 Bayfront Plaza, P.O. Box 58145

345546 Telex

Santa Clara, CA 95052-8145

February 12, 1997

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002096758--6
-02/25/97--01082--006
*****35.00 *****35.00

RE: Onstream Networks, Inc.
Withdrawal of a Foreign Corporation Due to Merger

Dear Sir:

As of December 31, 1996, OnStream Networks, Inc., a California corporation qualified to do business in Florida, has merged with and into 3Com Corporation, a California corporation also qualified to do business in Florida. We request that you immediately terminate OnStream Networks, Inc.'s qualification to do business as a foreign corporation in Florida due to this merger.

Enclosed, please one executed original and one copy of the executed withdrawal application and check number 01403043 in the amount of \$35.00. Please date stamp and return the additional copy in the enclosed self-addressed envelope.

Please contact the undersigned at (408) 764-8405, if you have any questions or need any additional documentation. Thank you for your cooperation.

Sincerely,


Jennifer Austin
Law Clerk

ja/encl

RECEIVED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
FEB 24 1997

97 FEB 24 PM 3:24

AND
FILED

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2-24-97
FE With

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

ONSTREAM NETWORKS, INC.
(Name of Corporation)

CALIFORNIA
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

3COM CORPORATION, ATTN: LEGAL DEPT., 5400 BAYFRONT PLAZA
(Mailing Address)

SANTA CLARA, CA 95052
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 24 PM 3:24

APPROVED
AND
FILED

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

| | |
|----------------------------|----------------|
| <u><i>Mark Michael</i></u> | SECRETARY |
| Signature | Title |
| <u>MARK MICHAEL</u> | <u>2/10/97</u> |
| Typed or printed name | Date |