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95 MAY 24 AM 11:25

DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032  
REFERENCE : 603629 153258A  
AUTHORIZATION :  
COST LIMIT : \$ 122.50

*Patricia Piquit*

ORDER DATE : May 23, 1995

ORDER TIME : 10:51 AM

ORDER NO. : 603629

CUSTOMER NO: 153258A

200001498042

CUSTOMER: Ms. Christa Smith  
Brightware, Inc.  
550 N. Continental Blvd. #300  
El Segundo, CA 90245

FOREIGN FILINGS

NAME: BRIGHTWARE, INC.

PROFIT  CORPORATE  
 NON-PROFIT  LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

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*mtm*

**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. Brightware, 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. Delaware 3. 68-0355770  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 27, 1995 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 1995  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 101 Rowland Way, Suite 310  
Novato, CA 94945  
(Current mailing address)
8. Market & provide professional services on Application Development Tools for building expert systems.  
(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: CORPORATION SERVICE COMPANY  
Office Address: 1201 Hayes Street  
Tallahassee, Florida, 32301  
(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.*

Carol K. Dolor

(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 addresses of officers and/or directors:**

**A. DIRECTORS**

**Chairman:** James C. Williams

**Address:** 101 Rowland Way, Suite 310

Novato, CA 94945

**Vice Chairman:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**Director:** David Costine c/o Corporate Venture Partners

**Address:** 171 E. State Street, Suite 261

Ithaca, NY 14850

**Director:** Anthony Sun c/o Venrock Assoc.

**Address:** 755 Page Mill Road, Suite A230

Palo Alto, CA 94304

**B. OFFICERS**

**President:** James C. Williams, President & CEO

**Address:** 101 Rowland Way, Suite 310

Novato, CA 94945

**Vice President:** Richard Barfus, Sr VP & Secretary

**Address:** 101 Rowland Way, Suite 310

Novato, CA 94945

**Secretary:** Paul Escobosa, Asst. Secretary

**Address:** 222 Kearny Street, 7th Floor

San Francisco, CA 94108-4510

**Treasurer:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**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)

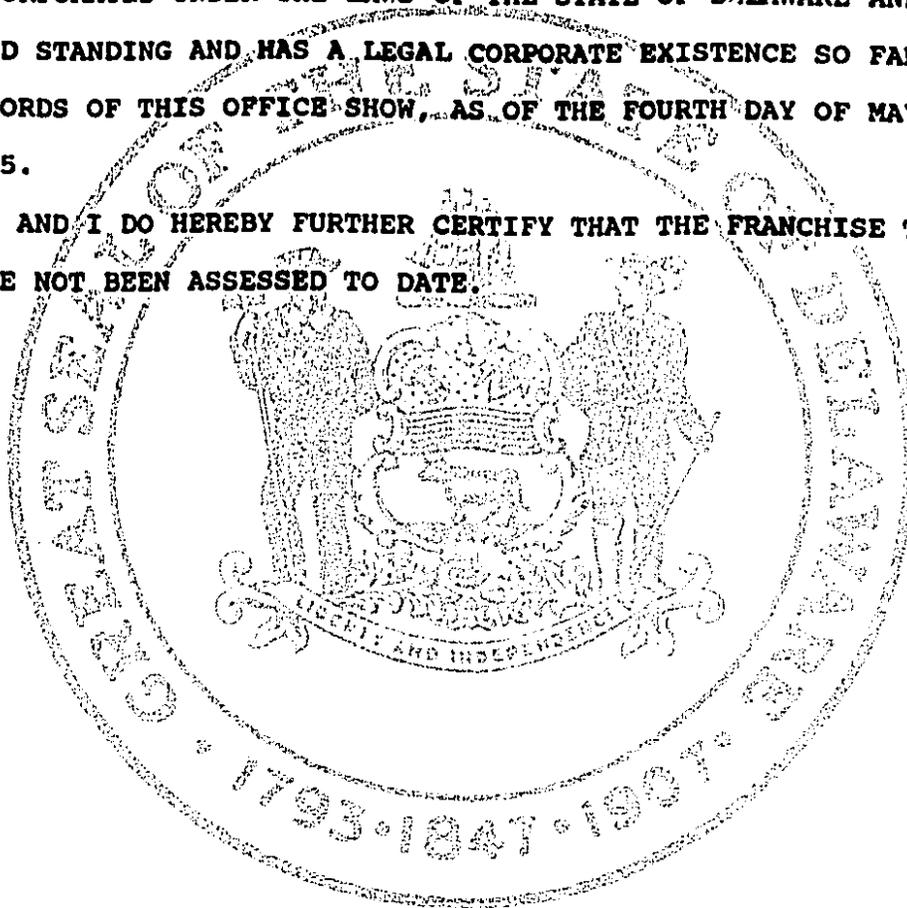
14. James C. Williams, President & CEO  
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRIGHTWARE, 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 FOURTH DAY OF MAY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7494732

DATE: 05-04-95