

F 95000002872

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

700001507927

-06/08/95--01002--014

*****70.00 *****70.00

SUBJECT: SHARED RESOURCE EXCHANGE, 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:

Dorothy A. Brinkley
(Name of Person)

Shared Resource Exchange, Inc.
(Firm/Company)

3480 Lotus Drive
(Address)

Plano, TX 75075
(City, State and Zip Code)

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

Dorothy A. Brinkley
(Name of Person)

at (214) 985 - 2619
Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 14 AM 9:45

W
6/14

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



received at SEX 6/12/95

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 8, 1995

DOROTHY A. BRINKLEY
SHARED RESOURCE EXCHANGE, INC.
3480 LOTUS DRIVE
PLANO, TX 75075

SUBJECT: SHARED RESOURCE EXCHANGE, INC.
Ref. Number: W95000011732

We have received your document for SHARED RESOURCE EXCHANGE, 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):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 295A00028350

Information is
attached.

D. Brinkley
6/12/95

**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. SHARED RESOURCE EXCHANGE, 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. 75-1912140
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/26/83 5. n/a
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 05/26/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 3480 Lotus Drive
Plano TX 75075
(Current mailing address)
8. Regional Sales Office
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
5 JUN 14 AM 9:45

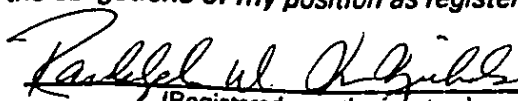
9. Name and street address of Florida registered agent:

Name: Randolph W. McNichols

Office Address: 4017 Princess Lane
Panama City, Florida, 32405
(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.

SRX BOARD MEMBERS

JON BAYLESS - CHAIRMAN

Sevin Rosen Fund
Two Galleria Tower, #1670
13455 Noel Road, LB5
Dallas, TX 75240

Phone # (214) 702-1100
Fax # (214) 702-1103

TOM ASCHENBRENNER

6016 Oakcrest
Dallas, TX 75248

Phone # (214) 392-7279
Fax # (214) 490-6348

BERRY CASH

c/o Berry Cash SW Partnership
One Galleria Tower, #1375
13355 Noel Road, LB65
Dallas, TX 75240-6615

Phone # (214) 392-7279
Fax # (214) 490-6348

ERIC JONES

Tivoli Systems
9442 Capital of Texas Highway N.
Arboretum Plaza One
Fifth Floor
Austin, TX 78759

Phone # (512) 794-9070
Fax # (512) 794-0623

JOHN SIEGLER

Piper Jaffray Inc.
1200 Fifth Avenue
Suite 1500
Seattle, WA 98101

Phone # (206) 287-8839
Fax # (206) 287-8990

SRX OFFICERS

James E. Steenberg
President & CEO
4050 Frankford
808
Dallas, TX 75287

Michael F. Anthofer
Vice President & CFO, Corporate Secretary/Treasurer
4217 Ambrosia Lane
Plano, TX 75093

Jeffrey L. Box
Vice President, Development
13141 Pennystone
Farmers Branch, TX 75234

Joseph A. Felix
Vice President, Sales & Marketing
5269 Verde Valley
1216
Dallas, TX 75240

Lewis P. Malouf
Vice President & Regional Manager, Western Region
15 Charthouse Lane
Foster City, CA 94404

M. Gregory Smith
Vice President & General Manager
751 Timberwood Lane
Fairview, TX 75069-9180

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Please see attached.

Address: _____

Vice Chairman: Please see attached.

Address: _____

Director: Please see attached.

Address: _____

Director: Please see attached.

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Please see attached.

Address: _____

Vice President: Please see attached.

Address: _____

Secretary: Please see attached.

Address: _____

Treasurer: Please see attached.

Address: _____

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

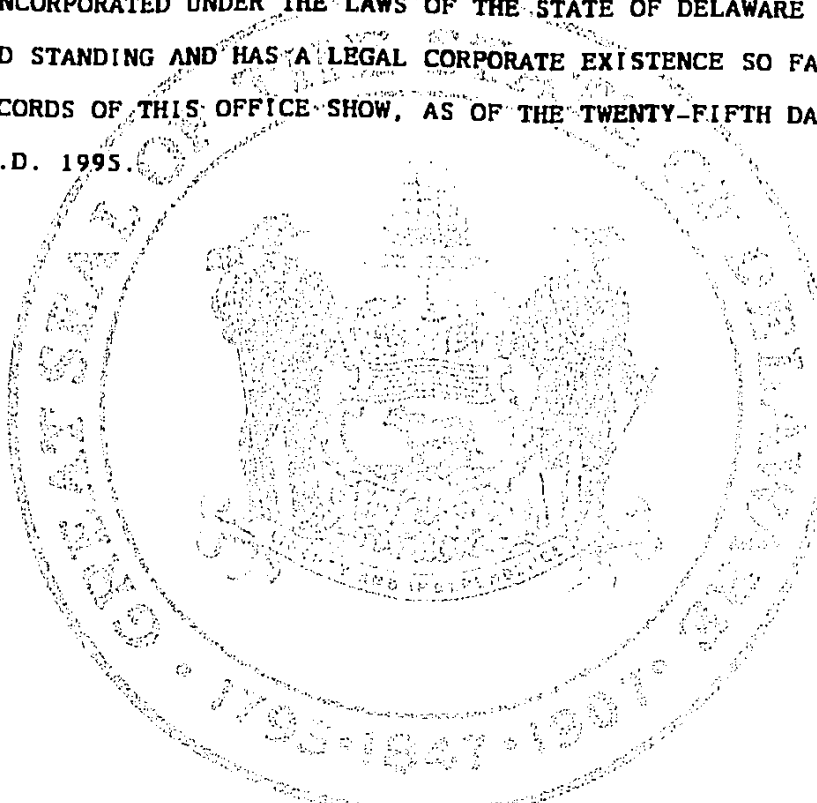
13. Michael F. Anthofer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael F. Anthofer, Vice President and C.F.O.
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHARED RESOURCE EXCHANGE, 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 TWENTY-FIFTH DAY OF MAY, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 14 AM 9:45



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7517480

DATE: 05-25-95