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1201 HAYS STREET
DALLAS, TEXAS 75201
40865A
800 808 6
CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 625603 40065A

AUTHORIZATION : Patricia Pyper

COST LIMIT : 70.00

ORDER DATE : June 23, 1995

ORDER TIME : 10:01 AM

ORDER NO. : 625603

600001523196

CUSTOMER NO: 40065A

CUSTOMER: Ms. Stephanie Secrest
Secrest Legal Services
Suite 102
4515 Prentice Street
Dallas, TX 75206

FOREIGN FILINGS

NAME: SIERRA NETWORKS INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

SECRET
DIVISION OF STATE
CORPORATIONS
JUN 26 PM 12:29

Wp/40

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:

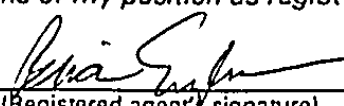
1. SIERRA NETWORKS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 16-1482451
(FEI number, if applicable)
4. June 12, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of this application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 485 Cayuga Rd.
Buffalo, NY 14225
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized.
(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: CT Corporation System
Office Address: 1200 South Pine Island Rd.
Plantation, Florida, 33324
(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.

EXHIBIT A

SIERRA NETWORKS, INC.

DIRECTORS

OFFICE ADDRESS

JAMES F. GERO

11900 North Anna Cade Rd.
Rockwall, TX 75087 (Home)
SS No: 072-38-2009

11900 North Anna Cade Rd.
Rockwall, TX 75087

EDWARD W. ROSE, III

5 Willowwood
Dallas, TX 75205 (Home)
SS No: 467-56-2790

Cardinal Investment Co., Inc.
500 Crescent Ct., Suite 250
Dallas, TX 75201

NED N. FLEMING, III

2724 Daniel
Dallas, TX 75205 (Home)
SS No: 487-13-0472

Spinnaker Industries
600 North Pearl St., Suite 2160
Dallas, TX 75201

MARSHALL B. PAYNE

5519 Wenonah
Dallas, TX 75209 (Home)
SS No: 155-15-4229

Cardinal Investment Co., Inc.
500 Crescent Ct., Suite 250
Dallas, TX 75201

JOHN T. BUCK

2182 West Oakfield
Grand Island, NY 14072 (Home)
SS No: 386-26-6193

Sierra Technologies, Inc.
Sierra Research Division
P.O. Box 222, 485 Cayuga Rd.
Buffalo, NY 14225

RICHARD J. BOYLE

4205 Chimo East
Wayzata, MN 55391 (Home)
SS No: 061-57-6069

The Boyle Group
6110 Blue Circle Dr., Suite 250
Minnetonka, MN 55343

SIERRA NETWORKS, INC.

OFFICERS

JAMES F. GERO
CHIEF EXECUTIVE OFFICER, CHAIRMAN
11900 North Anna Cade Rd.
Rockwall, TX 75087 (Home)
SS No: 072-38-2009

THOMAS F. DALEY
SECRETARY
10 Royalwoods Ct.
Williamsville, NY 14221 (Home)
SS No: 918-68-5548

JEFFREY P. MILLER
TREASURER
312 Elmwood Avenue
East Aurora, NY 14052 (Home)
SS No: 950-74-7204

NED N. FLEMING, III
ASSISTANT SECRETARY
2724 Daniel
Dallas, TX 75205 (Home)
SS No: 487-12-0472

OFFICE

11900 North Anna Cade Rd.
Rockwall, TX 75087

Sierra Technologies, Inc.
Sierra Research Division
P.O. Box 222, 485 Cayuga Rd.
Buffalo, NY 14225

Sierra Technologies, Inc.
Sierra Research Division
P.O. Box 222, 485 Cayuga Rd.
Buffalo, NY 14225

Spinnaker Industries
600 North Pearl St., Suite 2160
Dallas, TX 75201

12. Names and addresses of officers and/or directors: SEE EXHIBIT "A" ATTACHED HERETO.

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

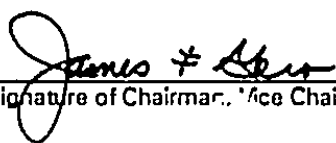
Address: _____

Treasurer: _____

Address: _____

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

13.



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

14.

James F. Gero, Chairman & CEO

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

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIERRA NETWORKS, 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-THIRD DAY OF JUNE, A.D. 1995.

SECRETARY OF STATE
DIVISION OF CORPORATE RECORDS
95 JUN 26 PM 12:29



Edward J. Freel

Edward J. Freel, Secretary of State

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250140243

AUTHENTICATION: 7551319

DATE: 06-23-95