

1401 HAYS STREET
TALLAHASSEE, FL 32304
800-342-8086
95 JUN 29 AM 9:42
DIVISION OF CORPORATION

F95000003143

CSC networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 605186 8901F

AUTHORIZATION : *Patricia Pyrite*

COST LIMIT : \$ 770.00

ORDER DATE : May 25, 1995

ORDER TIME : 4:05 PM

ORDER NO. : 605186

000001526470

CUSTOMER NO: 8901F

CUSTOMER:

Prentice Hall Legal &
433 California Street
Suite 830
San Francisco, CA 94104

FOREIGN FILINGS

NAME: THE VANTIVE CORPORATION

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

SL
FILED
95 JUN 29 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. The Vantive Corporation
(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 3. 77-0266662
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/25/90 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2455 Augustine Dr. Suite 101
Santa Clara, CA 95054
(Current mailing address)
8. software sales
(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:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: Arlene Kresse - Asst. Secretary
(Registered agent's signature)

ARLENE KRESSE--ASST. SECRETARY

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 JUN 9 AM 9:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

A. DIRECTORS SEE ATTACHED PAGE

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John Luongo

Address: 2455 Augustine Dr. Suite 101

Santa Clara, CA 95054

Vice President: _____

Address: _____

Asst. Secretary: Mike Loo

Address: 2455 Augustine Dr. Suite 101

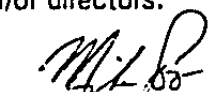
Santa Clara, CA 95054

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.

Mike Loo

Mike Loo, Assistant Secretary

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

FILED
95 JUN 29 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vanlive Board Members

Bill Davidow

Mohr Davidow Ventures
3000 Sand Hill Road
Building 1, Suite 240
Menlo Park, CA 94025
415-854-7236
415-854-7365 Fax
Assistant: Elizabeth Parker

Yogen Dalal

Mayfield Fund
2200 Sand Hill Road
Suite 200
Menlo Park, CA 94025
415-854-5560
415-854-5712 Fax
Assistant: Judy Singleton

Roger Sippl

Visigenic Software Inc.
951 Mariner's Island Blvd.
Suite 460
San Mateo, CA 94404
415-286-1900
415-286-2464 Fax
Assistant: Sally Goodyear

Kevin Hall

Norwest Venture Capital
3000 Sand Hill Road
Building 3, Suite 105
Menlo Park, CA 94025-7112
415-854-6366
415-854-6652 Fax
Assistant: Audrey Drynan

Steve Goldsworthy

The Vantive Corporation
John Luongo
The Vantive Corporation

Peter Roshko

133 Retiro Way
San Francisco, CA 94123
415-931-3935 Home
Home Address above or
c/o Mayfield Fund see Yogen above

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN 29 AM 9:42

FILED

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 25th day of October, 1990.

THE VANTIVE CORPORATION

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
23rd day of May, 1995



BILL JONES
Secretary of State

FILED
9 JUN 29 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA