

Document Number
F95000006051

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

600001652316
-12/04/95--01038--014
****70.00 ****70.00

600001652316
-12/13/95--01011--018
****2400.00 ****2400.00

W95-23629

NetWorth Operating, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merge
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS/ G/S
☐ After 4:30
☒ Pick Up

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

3:00

12/4/95

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

GL



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1995

CT CORP. - WALK-IN

SUBJECT: NETWORTH OPERATING, INC.
Ref. Number: W95000023629

We have received your document for NETWORTH OPERATING, 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):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2400.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 895A00052637

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION 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. NetWorth Operating, 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. 75-2004896
(FEI number, if applicable)
4. October 1992
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 8404 Esters Blvd
Irving, TX 75063
(Current mailing address)
8. Sale of computer networking hardware and software
(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

Naseem A. Conde
C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

NASEEM A. CONDE

SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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: See attached rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

95 DEC 12 AM 4:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Treasurer: _____

Address: _____

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

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

14. Paul S. Zito, Secretary & Chief Financial Officer
(Typed or printed name and capacity of person signing application)

FILED
95 DEC 12 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officers of NetWorth Operating, Inc.

<u>Name</u>	<u>Title</u>	<u>Address</u>
John F. McHale	President & CEO	8404 Esters Blvd., Irving TX 75063
Paul S. Zito	Vice President Finance, Secretary & CFO	8404 Esters Blvd., Irving TX 75063
William E. Steele, Jr.	Executive Vice President, Sales & Marketing	8404 Esters Blvd., Irving TX 75063
Thomas Feldmaier	Vice President Manufacturing	8404 Esters Blvd., Irving TX 75063
Craig M. Scott	Chief Technical Officer	8404 Esters Blvd., Irving TX 75063
James Hamilton	Vice President International Sales	8404 Esters Blvd., Irving TX 75063
Terry Lee	Vice President Sales North America	8404 Esters Blvd., Irving TX 75063
Arlan Harris	Vice President Engineering	8404 Esters Blvd., Irving TX 75063
Jeffrey Wilbur	Vice President Marketing	8404 Esters Blvd., Irving TX 75063
Jose J. Picazo, Jr.	Vice President, General Manager Switching Systems Group	61 Daggett Dr., San Jose, CA 95134

Directors of NetWorth Operating, Inc.

<u>Name</u>	<u>Address</u>
John F. McHale	8404 Esters Blvd., Irving TX 75063
Paul S. Zito	8404 Esters Blvd., Irving TX 75063
Michael R. Corboy	8404 Esters Blvd., Irving TX 75063
Grant Dove	8404 Esters Blvd., Irving TX 75063
R. Michael Franz	8404 Esters Blvd., Irving TX 75063
Roel Pieper	3990 Freedom Circle, Santa Clara, CA 95052

FILED
95 DEC 12 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "NETWORTH OPERATING, 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-NINTH DAY OF NOVEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
95 DEC 12 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

2314013 8300

950275876

AUTHENTICATION:

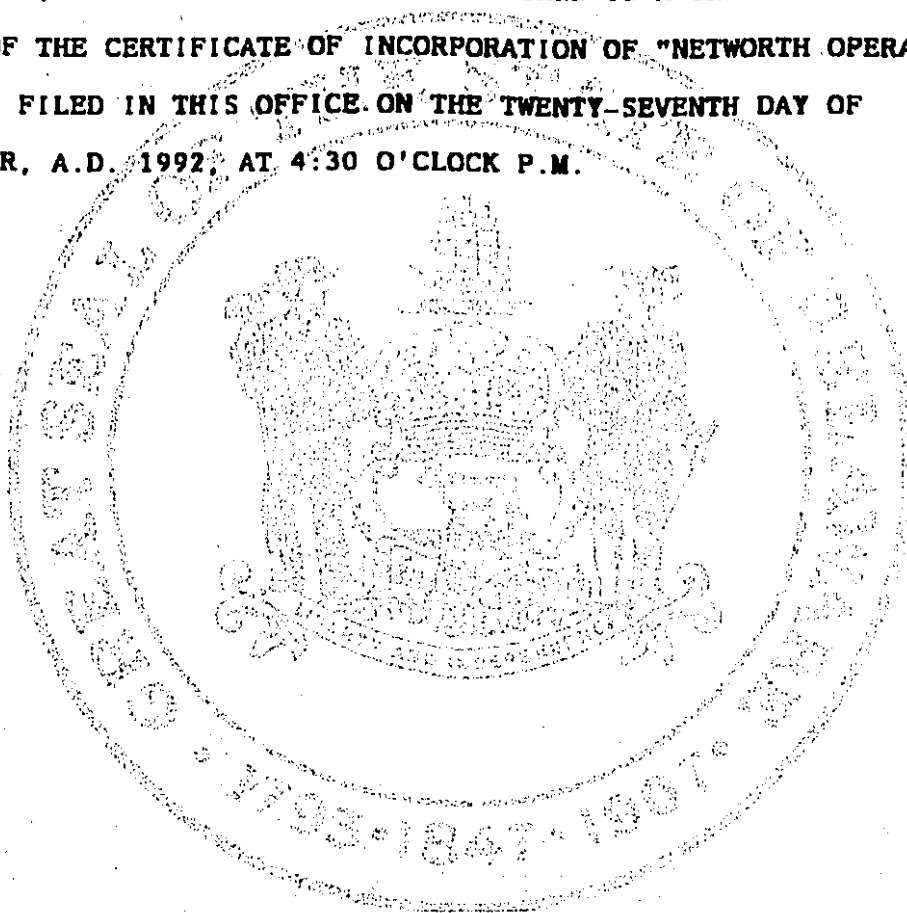
7726750

DATE:

11-29-95

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NETWORTH OPERATING, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1992, AT 4:30 O'CLOCK P.M.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

2314013 8100

DATE: 7726343

950271238

11-29-95

CERTIFICATE OF INCORPORATION
OF
NETWORTH OPERATING, INC.

1. The name of the corporation is NetWorth Operating, Inc. (the "Corporation").
2. The address of registered office of the Corporation in the State of Delaware is 32 Lockemman Square, Suite L-100, Dover, Delaware 19901, County of Kent; and the name of its registered agent at such address is THE PRENTICE-HALL CORPORATION SYSTEM, INC.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the Corporation shall have authority to issue is 1,000. The par value of each of such shares is \$.01. All such shares are of one class and are shares of common stock.
5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Jakes Jordan	1445 Ross Avenue, Suite 4000 Dallas, Texas 75202-2711
6. The Corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation, which shall not divest the stockholders of the power nor limit their power to adopt, amend or repeal the bylaws of the Corporation. The bylaws of the Corporation may be adopted, amended or repealed exclusively by resolution adopted by the affirmative vote of a majority of either (i) all the members of the Board of Directors then authorized by the Corporation's bylaws or (ii) the holders of the then-outstanding stock of the Corporation.
8. The management of the business and the conduct of the affairs of the Corporation shall be vested in the Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed exclusively in accordance with the procedures set forth in the Corporation's bylaws.
9. (a) In addition to the affirmative vote required by law or by this Certificate of Incorporation:

- (i) any Merger (as defined below), or
- (ii) any transaction in which the Corporation acquires all of the outstanding shares of one or more classes or series of one or more entities incorporated in the State of Texas, or
- (iii) any transaction in which all of the outstanding shares of one or more classes or series of the Corporation's stock is acquired by one or more domestic or foreign corporations, or
- (iv) any sale, lease, exchange, or other disposition (not including any pledge, mortgage, deed of trust or trust indenture) of all, or substantially all, the property or assets, with or without the good will of the Corporation not made in the usual and regular course of its business,

shall require the affirmative vote of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of the then-outstanding stock of the Corporation, voting together as a single class. Such affirmative vote shall be required notwithstanding any other provisions of this Certificate of Incorporation or any provision of law or of any agreement with any national securities exchange or otherwise which might otherwise permit a lesser vote or no vote.

(b) For the purposes of this Section 9, "Merger" shall mean any merger of the Corporation with one or more domestic or foreign corporations or other entities except any merger in which (i) this Corporation is the sole surviving corporation, (ii) this Corporation's Certificate of Incorporation remains unaltered, (iii) each stockholder of the Corporation before the Merger will hold the same number of shares with the identical designations, preferences, limitations and relative rights immediately after the merger and (iv) the number of shares which entitle the holder of such shares to (A) vote in the election of directors or (B) participate without limitation in distributions to stockholders outstanding immediately after the merger does not exceed one hundred and twenty percent (120%) of the number of shares with similar rights outstanding immediately prior to the merger.

10. The personal liability of directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

11. The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those disinterested directors or otherwise, both as to action in his official capacity and as to action in another

capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

12. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

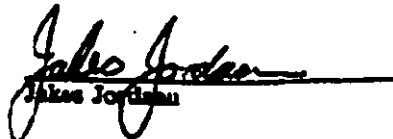
13. The Corporation expressly elects not to be governed by the provisions of Section 203 of the General Corporation Law of Delaware.

14. From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, except as provided in Section 15 hereof, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article.

15. Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the Stock of this Corporation required by law or this Certificate of Incorporation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then-outstanding shares of the Stock of this Corporation, voting together as a single class, shall be required to alter, amend or repeal Section 9 hereof.

THE UNDERSIGNED, for the purpose of forming the Corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 27th day of October, 1992.

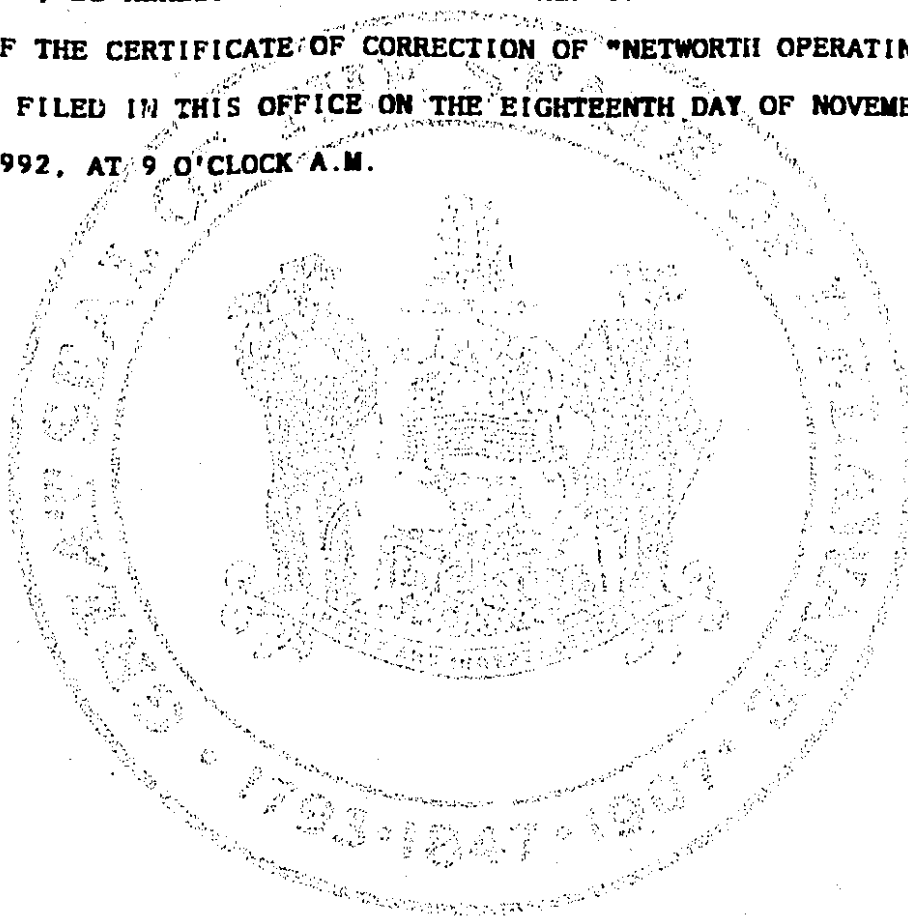
INCORPORATOR:


James Jordan

f:\wer\james\newnorth\reincorporate\nc2
1 JAMES/ask 101992

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "NETWORTH OPERATING, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1992, AT 9 O'CLOCK A.M.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7726341

11-29-95

2314013 8100

950271238

**CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF INCORPORATION
OF
NETWORTH OPERATING, INC.**

Pursuant to the provisions of Section 103(f) of the General Corporation Law of the State of Delaware, NetWorth Operating, Inc., a corporation organized and existing under the Delaware General Corporation Law does hereby certify as follows:

FIRST: The name of the Corporation is NetWorth Operating, Inc.

SECOND: A Certificate of Incorporation was filed by the Secretary of State of Delaware on October 27, 1992 and said Certificate requires correction as permitted by Section 103(f) of the Delaware General Corporation Law.

THIRD: Section 7 of the Certificate of Incorporation contains a typographical error the phrasing of said section.

FOURTH: Section 7 of the Certificate of Incorporation is corrected to read in its entirety as follows:

"7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation, which shall not divest the stockholders of the power nor limit their power to adopt, amend or repeal the bylaws of the Corporation. The bylaws of the Corporation may be adopted, amended or repealed exclusively by resolution adopted by the affirmative vote of either (i) a majority of all the members of the Board of Directors then authorized by the Corporation's bylaws or (ii) the holders of a majority of the then-outstanding stock of the Corporation."

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of Correction as of the 17th day of November, 1992.


James Jordan, Incorporator

CT CORPORATION SYSTEM

811 Dallas Avenue
Houston, TX 77002
Tel. 713 658 4186
Fax 713 759 1950

February 24, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002099067--0
-02/26/97-01112--001
*****35.00 - 35.00

Re: NetWorth Operating, Inc.
Order #: 772775

Counsel: Compaq Computer Corporation
Anne Clayton - MS 110701
20555 S H 249
Houston, TX 77070

Ladies/Gentlemen:

As requested by counsel, we enclose for filing
Application for Certificate of Withdrawal on behalf
this corporation, together with funds in payment of
required fees. This document should be filed upon
receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing
cannot be effected promptly, please notify this office of
the details by calling our toll-free number: 800-324-
0754.

Very truly yours,

Denise Singleton

Denise Singleton
Associate Customer Specialist

ds
Enclosure(s)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 26 11:10 AM

APPROVED
AND
FILED

F95000006051
FF With
2-26-97
OK

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

NetWorth Operating, Inc.

(Name of Corporation)

Delaware

(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.

Compaq Computer Corporation, 20555 S.H. 249, Houston, TX 77070

(Mailing Address)

Attn: David Cabello, General Counsel

(City - State - Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 26 4:10:00

APPROVED
AND
FILED

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

Alan J. Lutz

Signature

2-13-97

Date

Alan Lutz

Typed or printed name

Senior Vice President, Group General Manager, Communications Products

Title