

F96000001990

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

6000001766278
-04/02/96--01064--003
*****70.00 *****70.00

SUBJECT: TIVOLI SYSTEMS, INC.
(Name of corporation - must include suffix)

W96-7207

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:

KIM BARKELEW
(Name of Person)

TIVOLI SYSTEMS, INC.
(Firm/Company)

9442 CAPITAL OF TX HWY N.
ARBORETUM PLAZA I, STE. 500
(Address)

AUSTIN, TX 78759
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 APR 23 AM 11:35
3/23

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

KIM BARKELEW at (512) 794-9070
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1996

KIM BARKELEW
TIVOLI SYSTEMS, INC.
9442 CAPITAL OF TX HWY N, STE 500
AUSTIN, TX 78759

SUBJECT: TIVOLI SYSTEMS, INC.
Ref. Number: W96000007207

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DIVISION OF CORPORATIONS
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We have received your document for TIVOLI SYSTEMS, 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):

The certification that you have submitted is a certified copy of the corporation's articles. What we require for our filing purposes is a certificate of existence or good standing for the corporation.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 196A00015338

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. TIVOLI SYSTEMS, 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. TEXAS

(State or country under the law of which it is incorporated)

3. 74-2548661

(FEI number, if applicable)

4. 8/25/89

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 4/1/96

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 9442 CAPITAL OF TX HWY N.
ARBORETUM PLAZA I, STE. 500
AUSTIN, TX 78759

(Current mailing address)

8. SALE & MAINTENANCE OF COMPUTER 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: (P.O. Box or Mail Drop Box **NOT**
acceptable)

Name: 3318 E. Seville Circle

Office Address: Pamela Nesbitt

Tampa, Florida, 33629

(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.

Pamela Nesbitt

(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 23 AM 11:36

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: (SEE ATTACHED)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: (SEE ATTACHED)

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 R. OFFERDAHL, CFO
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
APR 23 AM 11:36

TIVOLI SYSTEMS, INC.
Officers

Name & Address

Title

Franklin H. Moss
217-50-7315
63 Pascal
Austin, TX 78746

CEO/President & Director

William Bock
480-64-5991
5811 Mesa Drive #1216
Austin, TX 78731

Senior Vice President - Operations

James R. Offerdahl
344-40-2967
6000 Shepherd Mtn. Cove #614
Austin, TX 78730

CFO/ Vice President - Finance &
Administration

Chris A. Grafft
328-40-5952
3 Ehrlich Rd.
Austin, TX 78713

Vice President - Development

Kent A. Fuka
321-52-1658
9002 Westerkirk Drive
Austin, TX 78750

Vice President - Operations

Russ Caccamisi
410-74-9313
6718 Blue Hills Road
Houston, TX 77069

Vice President - Marketing

Scott Harmon
479-70-7379
11141 Callenish Way
Austin, TX 78750

Vice President - Product Marketing

Alex Kuli
076-36-9699
3682 Lost Creek Blvd
Austin, TX 78735

Vice President - Sales

Pierre Schmidt
Chatue De Promenthoux
1197 Prangins
SWITZERLAND

Vice President - International
Operations

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DIVISION OF STATE
CORPORATION
56 APR 23 AM 11:37



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that

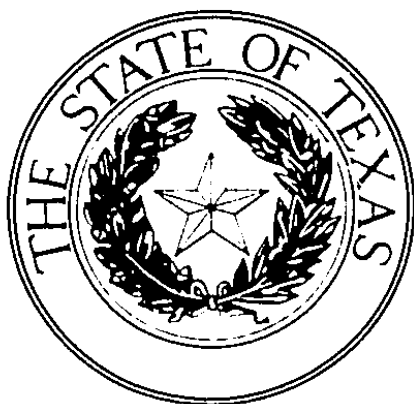
TIVOLI SYSTEMS, INC.
CHARTER #104017-06

a **DELAWARE** corporation, was issued a Certificate of Authority to
do business in the State of Texas on

MARCH 15, 1995;

THAT so far as is shown by the records of this department, no Certificate
of Withdrawal has been issued.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on April 11, 1996.*



1077.
Antonio O. Garza, Jr.
Secretary of State

PH

FILED
SECRETARY OF STATE
CLERK
MAR 23 1996