

F96000004847

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FTP SOFTWARE, 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:

W. Robert Kellebrew, Jr., Esq.
(Name of Person)

FTP Software, Inc.
(Firm/Company)

100 Brickstone Square
(Address)

Andover, MA 01810
(City/State/Zip)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 SEP 20 PM 12:29

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

D. Randi Holmes, Esq.
(Name of Person)

at (508) 684-6393
(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

September 12, 1996

W. ROBERT KELLEGREW, JR.
%FTP SOFTWARE, INC.
100 BRICKSTONE SQUARE
ANDOVER, MA 01810

SUBJECT: FTP SOFTWARE, INC.
Ref. Number: W96000019190

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 20 PM 12:30

We have received your document for FTP SOFTWARE, 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 date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 696A00042425

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. FTP Software, 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. Massachusetts
(State or country under the law of which it is incorporated)

3. 04-2906463
(FBI number, if applicable)

4. January 22, 1986
(Date of Incorporation)

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

6. September 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 100 Brickstone Square
Andover, Massachusetts 01810
(Current mailing address)

8. See attached Exhibit A
(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: CT Corporation System

Office Address: 660 East Jefferson Street

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.

PATRICIA A. CARLINO
SPECIAL ASSISTANT SECRETARY

Patricia A. Carlino
(Registered Agent's signature)

PATRICIA A. CARLINO
SPECIAL ASSISTANT 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.

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) See attached Exhibit B

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

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. *Hand White* 124
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Vice President of Human Resources and Investor Relations
(Typed or printed name and capacity of person signing application)

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96 SEP 20 PM 12:30

EXHIBIT A TO
THE APPLICATION BY FOREIGN CORPORATION
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

8. Purpose(s) of corporation authorized in home state or country to be carried out in the State of Florida:

1. To carry on a general research, development, consulting and marketing business and any business incidental thereto or in any way connected therewith, including, but not limiting the generality of the foregoing purpose, any business engaged in writing, analyzing and improving computer software and marketing same; producing and marketing computer software on any medium; producing, improving and marketing documentation for the products developed, improved or acquired; and conducting research on or with any forms of calculating or computing devices.
2. To carry on any manufacturing, mercantile, selling, management service or other business, operation or activity which may be lawfully carried on by a corporation organized under the Business Law of the Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraph.

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OFFICE OF CORPORATIONS
95 SEP 20 PM 12:30

EXHIBIT B TO
THE APPLICATION BY FOREIGN CORPORATION
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

A. DIRECTORS

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Vinton G. Corf | 3814 Camelot Drive Annandale, VA 22003 |
| David D. Clark | 329 Heaths Bridge Road Concord, MA 01742 |
| F. David Fowler | 9450 Newbridge Drive Potomac, MD 20854 |
| Glenn C. Hazard | 1566 Panama Place Dayton, OH 45440 |
| John H. Keller | 127 Blake Road Lexington, MA 02173 |
| John A. Kimberley | Widney House 60 Four Acres Road Bentley Heath, Solihull B93 8LX |
| Louise A. Mathews | c/o Shaw, Pittman, Potts & Trowbridge 2300 N Street, N.W. Washington, DC 20037 |
| David H. Zirkle | 6 Quinby Lane Atkinson, NH 03811 |

B. OFFICERS

| <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--|---------------------|--|
| Vice President of Global Sales | Barbara A. Augun | 1000H Spring Valley Drive Andover, MA 01810 |
| Vice President of Technology Development | Lawrence A. Backman | 60 Strawberry Hill Road Acton, MA 01720 |
| Senior Vice President of Global Marketing and Strategic Planning | Susan L. Bostrom | 107 Via Del Pozo Los Altos, CA 94022 |
| Vice President of Customer Support | Dean L. Carmeris | 20 Higate Road Chelmsford, MA 01720 |

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 20 PM 12:30

EXHIBIT B TO
THE APPLICATION BY FOREIGN CORPORATION
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(continued)

B. OFFICERS (continued)

| Title | Name | Address |
|---|--------------------------|---|
| Senior Vice President of Business Development and Planning, General Counsel and Clerk | Douglas F. Flood | 40 Constitution Drive Southboro, MA 01772 |
| Vice President of Collaborative Businesses | Anik Ganguly | 37473 East Meadowhill Drive Northville, MI 4167 |
| Vice President and Controller | John F. Geraghty | 14 Margaret Road Stoneham, MA 02180 |
| Vice President of Engineering | Robert J. Hathaway | 4 Fairview Drive Westford, MA 01886 |
| President and Chief Executive Officer | Glenn C. Hazard | 1566 Panama Place Dayton, OH 45440 |
| Vice President, Deputy General Counsel and Assistant Clerk | W. Robert Kellegrew, Jr. | 286 Chestnut Street Clinton, MA 01510 |
| Senior Vice President of Global Engineering and Development | John H. Keller | 127 Blake Road Lexington, MA 02174 |
| Vice Chairman | John A. Kimberley | Widney House 60 Four Acres Road Bentley Heath, Solihull B93 8LX |
| Vice President of Strategic Planning | Penelope C. Leavy | 25 Bayberry Drive Atkinson, NH 03811 |
| Vice President | Jonathan A. Rodin | 198 Jenkins Road Andover, MA 01810 |
| Chief Technology Officer | Peter R. Simkin | Upper Welford House Welford On Avon Warwickshire CV37 8HD United Kingdom |

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DIVISION OF CORPORATIONS
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EXHIBIT B TO
THE APPLICATION BY FOREIGN CORPORATION
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(continued)

B. OFFICERS (continued)

| | | |
|--|----------------------|--|
| Senior Vice President, Chief Financial Officer and Treasurer | John J. Warnock, Jr. | 881 Llowelyn Road Borwyn, PA 19312 |
| Vice President of Human Resources and Investor Relations | Karon A. Wharton | 181 Littleton Road Building 5, Unit 330 Chelmsford, MA 01824 |
| Chairman | David H. Zirkle | 6 Quinby Lane Atkinson, NH 03811 |

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 20 PM 12:30



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

September 3, 1996

To Whom It May Concern :

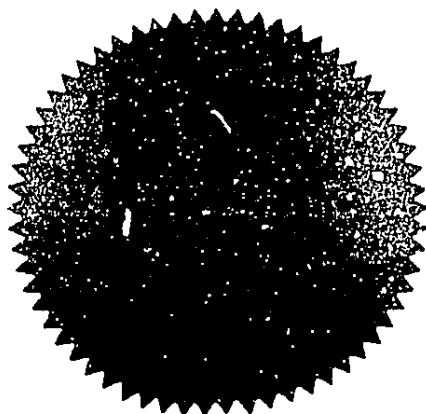
I hereby certify that,

FTP Software, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **January 22, 1986.**

I also certify that so far as appears of record here, said corporation still has legal existence.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 20 PM 12:30



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

NEM

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.



THE UNITED STATES
CORPORATION
COMPANY

F96000004847

ACCOUNT NO. : 072100000032
REFERENCE : 219714 5040858
AUTHORIZATION : *Patricia Pizut*
COST LIMIT : \$ 35.00

FILED
97 JAN 15 PM 2:15
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ORDER DATE : January 13, 1997

ORDER TIME : 10:09 AM

ORDER NO. : 219714-010

CUSTOMER NO: 5040858

000002059200--2

CUSTOMER: Randi Holmes, Esq
Ftp Software
100 Brickstone Square

Andover, MA 01810

FOREIGN FILINGS

NAME: FTP SOFTWARE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

RECEIVED
97 JAN 15 10:14 19
DEPARTMENT OF COMMERCE

*PA Change
01-10-97
DC*

Florida Department of State, Sandra B. Morthem, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Massachusetts submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: FTP Software, Inc.

1b. The mailing address of the corporation is: 100 Brickstone Square

Andover, Massachusetts 01810

1c. Date of incorporation: 1/22/86 Document number: _____

2. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Corporation Servie Company

1201 Hays Street

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or
vice chairman of the board)

January 7, 1997
(Date)

W. Robert Kellegrew, Jr., Vice President and Deputy General Counsel

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

By: [Signature]
(Signature of Registered Agent)

1/13/97
(Date)

If signing on behalf on an entity:

TIMOTHY J. O'BRIEN (AST. V.P.)

(Typed or Printed Name)

Assistant Vice-President

(Capacity)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

January 13, 1997

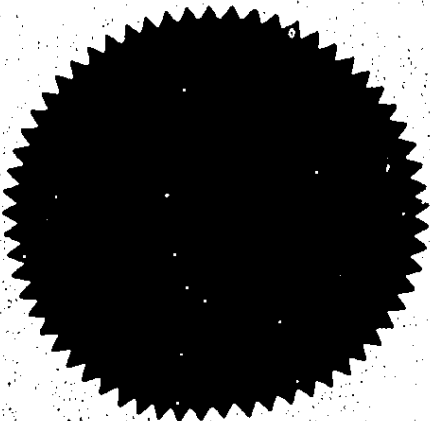
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

FTP Software, Inc.

is a domestic corporation organized on **January 22, 1986**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

JBM

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.