



THE UNITED STATES
CORPORATION
COMPANY

F96000004847

ACCOUNT NO. : 072100000032

REFERENCE : 219714 5040858

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 35.00

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

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

RA Change
01-10-97
DC

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, 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 Service 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] January 7, 1997
(Signature of an officer, chairman or vice chairman of the board) (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 (Asst. V.P.)
(Typed or Printed Name)

Assistant Vice-President
(Capacity)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

January 13, 1997

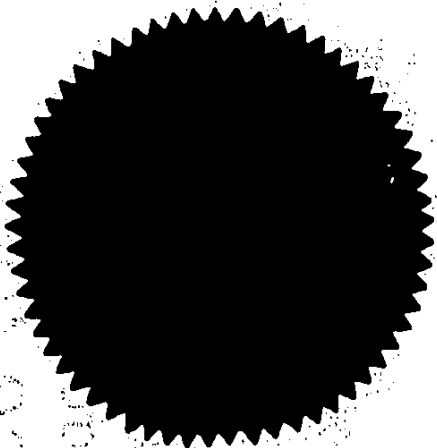
TO WHOM IT MAY CONCERN:

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.