F96000005071

CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 9/30/96

✓ CERTIFIED COPY (2)

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PHOTO COPY

✓ FILING Foreign

1.) (CORPORATE NAME & DOCUMENT #)

300001960273
-10/01/96--01012--003
*****175.00 *****175.00

2.) (CORPORATE NAME & DOCUMENT #)

600001965316
-10/04/96--01069--003
*****600.00 *****600.00

3.) (CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS
96 SEP 30 AM 10:43

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

6.) (CORPORATE NAME & DOCUMENT #)

7.) (CORPORATE NAME & DOCUMENT #)

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96 SEP 30 PM 3:28
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8.) (CORPORATE NAME & DOCUMENT #)

9.) (CORPORATE NAME & DOCUMENT #)

10.) (CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Narendra K. Gupta, do hereby certify that this Resolution of the Board of Directors of Integrated Systems, Inc, a corporation duly organized and existing under the laws of the State of California, was duly adopted on September, 19__.

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Resolved, that Integrated Systems, Inc., organized and existing in the State of California, hereby adopts the name California Integrated System, Inc. for use in Florida.

Dated: September 27, 1996

[signature]

Signature of at least one director

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

3. 94-2658153
(FEI number, if applicable)

4. 2/27/80
(Date of incorporation)

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

6. 1/25/93
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 201 Moffett Park Drive
Sunnyvale, CA 94089
(Current mailing address)

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8. Software Development and 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:**

Name: CORPORATE ACCESS, INC.

Office Address: 1116 - D THOMASVILLE RD.

Tallahassee, **Florida**, 32303
(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.

(Registered agent's signature)

11. **Attached is a certificate of existance 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: Narendra K. Gupta
Address: 201 Moffett Park Drive
Sunnyvale, CA 94089

Vice Chairman: Thomas Kailath
Address: c/o Stanford University
Department of Electrical Engineering
Durand Bldg, Room 117
Stanford, CA 94305

Director: Vinita Gupta
Address: c/o Digital Link
252 Humbolt Court
Sunnyvale, CA 94089

Director: John C. Bolger
Address: 96 Sutherland Drive
Atherton, CA 94027

B. OFFICERS

President: David St. Charles
Address: 201 Moffett Park Drive
Sunnyvale, CA 94089

Vice President: Andrew J. Pease
Address: 201 Moffett Park Drive
Sunnyvale, CA 94089

Secretary: Narendra K. Gupta
Address: 201 Moffett Park Drive
Sunnyvale, CA 94089

Treasurer: Steven Sipowicz
Address: 201 Moffett Park Drive
Sunnyvale, CA 94089

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

13. David St. Charles
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David St. Charles, President & CEO
(Typed or printed name and capacity of person signing application)

Additional List of Directors

David St. Charles
201 Moffett Park Drive
Sunnyvale, CA 94089

Richard C. Murphy
7 Daffodil Way
San Carlos, CA 94070

Additional List of Officers

Robert M. Dressler
V.P. Advanced Systems Group
201 Moffett Park Drive
Sunnyvale, CA 94089

David E. Stepner
V.P. Research and Development
201 Moffett Park Drive
Sunnyvale, CA 94089

Tony Tolani
V.P. - Far East
201 Moffett Park Drive
Sunnyvale, CA 94089

Janice Waterman
V.P. Human Resources and Operations
201 Moffett Park Drive
Sunnyvale, CA 94089

Hamid Mirab
V.P. General Manager - Europe
201 Moffett Park Drive
Sunnyvale, CA 94089

Gregory S. Olson
V.P. Marketing
201 Moffett Park Drive
Sunnyvale, CA 94089

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

#976080

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 27th *day of* February *, 19*80,

INTEGRATED SYSTEMS, INC.

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.

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IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 13th *day of* August, 1996

Bill Jones

BILL JONES
Secretary of State

SEC/STATE FORM CE-112 (REV. 1-95)

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FENWICK & WEST LLP
A LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

8TH FLOOR
858 SECOND STREET
SAN FRANCISCO, CA 94105
(415) 881-1330

TWO PALO ALTO SQUARE
PALO ALTO, CALIFORNIA 94306
TELEPHONE (415) 494-0600
FACSIMILE (415) 494-1417

SUITE 650
1920 N STREET NORTHWEST
WASHINGTON, D.C. 20036
(202) 463-6300

August 26, 1997

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VIA FEDERAL EXPRESS

Annual Reports Filings
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: California Integrated Systems, Inc.
Document No. F96000005071

600002278536--8
-08/27/97--01070--001
*****35.00 *****35.00

Ladies and Gentlemen:

Enclosed please find the Statement of Change of Registered Agent (the "Statement") and one copy of the Statement that we are filing on behalf of California Integrated Systems, Inc. Also enclosed is a check in the amount of $35.00 to cover the filing fee.

Please date stamp the enclosed copy of the Statement and return it to me in the provided return envelope.

Should you have any questions, please feel free to contact me at (415) 858-7634.

Very truly yours,

Josephine Chan

Josephine Chan
Corporate Paralegal

JXC/jxc
Enclosures
cc: Debbie Filek
Fred M. Greguras, Esq.
Trudy A. Golobic, Esq.

RA/RO Change
SP 9/8/97

12398-00013/666148.1

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 California *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:

Integrated Systems, Inc. dba California Integrated Systems, Inc.

1b. The mailing address of the corporation is :

201 Moffett Park Drive, Sunnyvale, CA 94089

1c. Date of incorporation: 2-27-80 Document number: F96000005071

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

Corporate Access
1116-D Thomasville Road
Tallahassee, FL 32303

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

NRAI Services, Inc.
526 E. Park Avenue
Tallahassee, FL 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.

David St. Charles 8/22/97

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

David St. Charles, President

(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.

Beth Perrizo 6-27-97

(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Beth Perrizo Assistant Secretary

(Typed or Printed Name) (Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045(11/94) FILING FEE: $35.00