

**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 *[Signature]*

☒ **CERTIFIED COPY**

CUS

PHOTO COPY

☒ **FILING**

Foreign

1.) _____
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

300001960273
-10/01/96--01012--003
****125.00 ****125.00

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 30 AM 10:43

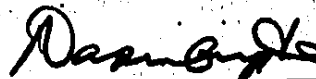
RECEIVED
SEP 30 PM 3:28
DIVISION OF CORPORATION

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Narandra 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 .

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 of at least one director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 AM 10:33

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

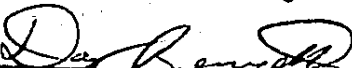
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

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 617.155, F.S.))
7. 201 Moffatt Park Drive
Sunnyvale, CA 94089
(Current mailing address)
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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 AM 11:43

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

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

Director: Vinita Gupta
c/o Digital Link
Address: 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. Pesse
Address: 201 Moffett Park Drive
Sunnyvale, CA 94089

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

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

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)

FILED
96 SEP 30 AM 10:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 AM 10:43



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, 1980,

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 by 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.

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
Secretary of State

Bill Jones

F96000005071

THIRD FLOOR
888 SECOND STREET
SAN FRANCISCO, CA 94105
(415) 881-1330

FENWICK & WEST LLP
A LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS
TWO PALO ALTO SQUARE
PALO ALTO, CALIFORNIA 94306
TELEPHONE (415) 494-0600
FACSIMILE (415) 494-1417

SUITE 680
1980 N STREET NORTHWEST
WASHINGTON, D.C. 20036
(202) 462-8300

August 26, 1997

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--E
-08/27/97--01070--001
*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 26 AM 11:44

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

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

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

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

8/22/97

(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

(Signature of Registered Agent)

6-27-97

(Date)

If signing on behalf of an entity:

Beth Perrizo

(Typed or Printed Name)

Assistant Secretary

(Capacity)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 27 AM 11:44