

F96000006130

FRAN MENTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Rosetta Technologies Incorporated of Oregon
(Name of corporation - must include suffix)

200002015062--7
-11/26/96--01146--012
*****70.00 *****70.00

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:

Shirley Miller
(Name of Person)
Rosetta Technologies Incorporated of Oregon
(Firm/Company)
15220 N.W. Greenbrier Parkway, Suite 300
(Address)
Beaverton, Oregon 97006
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Shirley Miller at (503) 690-2500
(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

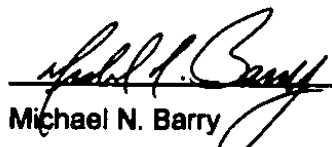
15220 W. GILBERT ST. WY
BEAVERTON, OR 97006
TELEPHONE (503) 531-0000
FAX (503) 531-0001



Resolution by the Board of Directors

Effective November 21, 1996

The Directors of Rosetta Technologies, Incorporated, an Oregon Corporation, hereby agree to use the name "Rosetta Technologies Incorporated of Oregon" for business transactions in the state of Florida.



Michael N. Barry
Chairman/President

11-21-96
November 21, 1996

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**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. Rosetta Technologies 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. Oregon
(State or country under the law of which it is incorporated)
3. 38-2647833
(FEI number, if applicable)
4. 2-6-96
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 15220 N.W. Greenbrier Parkway, Suite 300
Beaverton, Oregon 97006
(Current mailing address)
8. Sales Representative for 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: William Bradley
Office Address: 19473 Preserve Drive
Boca Raton, Florida, 33498
(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 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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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 BELOW) _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____ John Crowe _____

Address: _____ 1015 W. 54th Street _____

_____ Kansas City, MO 64112 _____

Director: _____ Larry Sutter _____

Address: _____ 15528 Village Drive _____

_____ Lake Oswego, OR 97034 _____

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

Chairman/ President: _____ Michael N. Barry _____

Address: _____ 15220 N.W. Greenbrier Pkwy, #300 _____

_____ Beaverton, OR 97006 _____

Director/ Vice President: _____ Kenneth V. Vartanian _____

Address: _____ 15220 N.W. Greenbrier Pkwy, #300 _____

_____ Beaverton, OR 97006 _____

Secretary: _____ David R. Clarke _____

Address: _____ 1230 S.W. First, #250 _____

_____ Portland, OR 97204-3234 _____

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. _____ Michael N. Barry, Chairman
(Typed or printed name and capacity of person signing application)

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CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

ROSETTA TECHNOLOGIES, INC.

was
incorporated
under the Oregon
Business Corporation Act
on
February 8, 1996

and is active on the records of the Corporation
Division as of the date of this certificate.

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TALLAHASSEE, FLORIDA



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State

By Jana S. Breneman
Jana S. Breneman
October 30, 1996