

# F97000002630

msi

April 16, 2001

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

Re: Change of Name

To Whom It May Concern:

Enclosed you will find our Application To File Amendment To Application For Authorization To Transact Business in Florida. In addition, we have included the filing fee of \$35.00.

If you have any questions or require additional information, please call or write:

Lynn Quisenberry  
(972) 644-6886  
MSI  
1755 N. Collins Blvd. Ste 400  
Richardson, Texas 75080

Sincerely,



Lynn R. Quisenberry

Enclosures

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-04/30/01--01048--008

\*\*\*\*\*35.00 \*\*\*\*\*35.00

NC  
6-29-01  
MS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUN 29 AM 11:47

FILED



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 8, 2001

MSI ATTN: LYNN R. QUISENBERRY  
SUITE 400  
1755 NORTH COLLINS BOULEVARD  
RICHARDSON, TX 75080

SUBJECT: METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC.  
Ref. Number: F97000002630

We have received your document for METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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 (850) 487-6957.

Doug Spitzer  
Document Specialist

Letter Number: 901A00027580

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. Metapath Software International (Bellevue), Inc.  
Name of corporation as it appears on the records of the Department of State.

2. Delaware  
Incorporated under laws of

3. May 16, 1997  
Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 27, 2000

5. Metapath Software International (US), Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
New Jurisdiction

[Signature]  
Signature

6/25/01  
Date

Larry Patterson  
Typed or printed name

Asst. Sec.  
Title

**FILED**  
01 JUN 29 AM 11:47  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC.", CHANGING ITS NAME FROM "METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC." TO "METAPATH SOFTWARE INTERNATIONAL (US), INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2000, AT 12 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2463712 8100

AUTHENTICATION: 1169385

010259624

DATE: 06-04-01

JAN-27-2000 11:09

CT CORP

214 754 0921 P.02/03

JAN. -26' 00 (WED) 15:35

MSI

TEL:972 479 9901

P.002/003

**CERTIFICATE OF AMENDMENT  
TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC.**

METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** That the Board of Directors of said Corporation, duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

Article I shall be amended to read in its entirety as follows:

"The name of the Corporation shall be Metapath Software International (US), Inc."

**SECOND:** The Corporation does, by this Amendment to the Amended and Restated Certificate of Incorporation (such Amendment to the Amended and Restated Certificate of Incorporation being effective upon its filing with the Secretary of State of the State of Delaware), change its name from Metapath Software International (Bellevue), Inc. to Metapath Software International (US), Inc.

**THIRD:** This amendment does not in any manner effect a change in the stated capital of the Corporation.

**FOURTH:** That in accordance with Section 228 of the General Corporation Law of the State of Delaware, the resolution adopted by the Board of Directors was proposed to the sole stockholder of the Corporation and duly adopted by the written consent of the sole stockholder as an amendment to the Amended and Restated Certificate of Incorporation of the Corporation.

**FIFTH:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware. That the effective time of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation shall be as set forth in Article Second above.

JAN-27-2000 11:09 CT CORP

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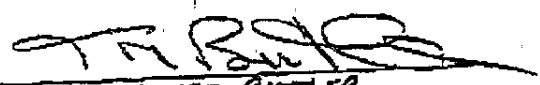
TEL:972 479 9901

P.003/003

IN WITNESS WHEREOF, Metapath Software International (Bellevue), Inc.  
has caused this certificate to be executed the 30th day of November, 1999.

METAPATH SOFTWARE INTERNATIONAL  
(BELLEVUE), INC.

By:

  
Name: THOMAS BUTLER

Title: PRESIDENT + CEO