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ACCOUNT NO. : 072100000032

REFERENCE : 615141 4816277

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : \$ 70.00

ORDER DATE : November 26, 1997

ORDER TIME : 10:06 AM

ORDER NO. : 615141-125

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CUSTOMER NO: 4816277

CUSTOMER: Ms. Louise Moore
Brobeck Phleger & Harrison
2 Embarcadero Place
2200 Geng Road
Palo Alto, CA 94303

FOREIGN FILINGS

NAME: CISCO SYSTEMS SALES &
SERVICES, 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: Andrew Cumper

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DIVISION OF CORPORATIONS
97 DEC -3 AM 11:54

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DIVISION OF CORPORATION

**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. Cisco Systems Sales & Services, 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 3. 77-0462352
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 9, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 4, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 170 West Tasman Drive,
San Jose, California 95134
(Current mailing address)
8. Sales solicitation and other services.
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida, 32301
(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.

By: Karen B. Rozar
(Registered agent's signature)

Karen B. Rozar, As Its Agent

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: Larry R. Carter
Address: 170 West Tasman Drive
San Jose, CA 95134

Vice Chairman: William G. Conlon
Address: 170 West Tasman Drive
San Jose, CA 95134

Director: Gary J. Daichendt
Address: 170 West Tasman Drive, San Jose, CA 95134

Director: Dennis Powell
Address: 170 West Tasman Drive, San Jose, CA 95134

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B. OFFICERS

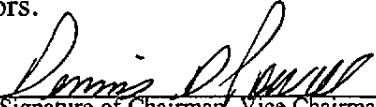
President: Gary J. Daichendt
Address: 170 West Tasman Drive, San Jose, CA 95134

Vice President: William G. Conlon
Address: 170 West Tasman Drive, San Jose, CA 95134

Secretary: Larry R. Carter
Address: 170 West Tasman Drive, San Jose, CA 95134

Treasurer: Dennis Powell
Address: 170 West Tasman Drive, San Jose, CA 95134

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. Dennis D. Powell, Treasurer
(Typed or printed name and capacity of person signing application)

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 9th day of July, 19 97

CISCO SYSTEMS SALES & SERVICES, 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.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

December 1, 1997.



Bill Jones

Secretary of State

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