



THE UNITED STATES
CORPORATION
COMPANY

97000006547

ACCOUNT NO. : 072100000032

REFERENCE : 607720 168294A

AUTHORIZATION

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : November 20, 1997

ORDER TIME : 11:12 AM

ORDER NO. : 607720-025

CUSTOMER NO: 168294A

CUSTOMER: Mr. Sivaraman Rajangam
Dsq Software Corp.
399 Thornall Street

Edison, NJ 08818

100002369311--1

FOREIGN FILINGS

NAME: DSQ SOFTWARE CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

WC
12/11
RECEIVED
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 14 10:10 AM '98
INFORMATION

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. DSQ SOFTWARE CORP.

(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. TEXAS

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

3. 74-2644177

(FEI number, if applicable)

4. 8-26-1992

(Date of Incorporation)

5. PERPETUAL

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

6. July 1997

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 399, THORNALL STREET

EDISON, NJ 08837

(Current mailing address)

8. TRANSACTION OF ANY & ALL LAWFUL BUSINESS - PRESENTLY DOING SOFTWARE

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) *CONSULT*

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

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.

Corporation Service Company

By: Carol K. Dale

(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

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: MR. DINESH DALMIA

Address: DSQ SOFTWARE LIMITED

407-408 MOUNT ROAD, NANDANAM, MADRAS - 600 035, INDIA

Vice Chairman: N/A

Address: _____

Director: MR. G.S. KRISHNAMOORTHY

Address: DSQ SOFTWARE LIMITED

407-408 MOUNT ROAD, NANDANAM, MADRAS - 600 035, INDIA

Director: MR. L. K. VOHRA

Address: DSQ SOFTWARE LIMITED

407-408, MOUNT ROAD, NANDANAM, MADRAS - 600 035, INDIA

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

RESIDENT DIRECTOR

President: MR. S.K. BHATTACHARJEE

Address: 4300, STEVENS CREEK BLVD., SUITE # 222

SAN JOSE, CA 95129

GENERAL MANAGER

FINANCE & ADMIN

Vice President: MR. S. RAJANGAM

Address: 399, THORNALL STREET

EDISON, NJ 08837

Secretary: _____

Address: _____

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. _____

S K BHATTACHARJEE / RESIDENT DIRECTOR

(Typed or printed name and capacity of person signing application)



The State of Texas

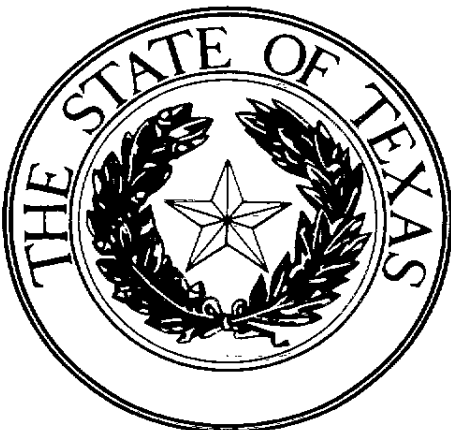
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

DSQ SOFTWARE CORP.
File No. 1242435-00

were filed in this office and a certificate of incorporation was issued to this corporation
and no certificate of dissolution is in effect and the corporation is currently in existence.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 1:18



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on December 10, 1997.*

Alberto R. Gonzales
Secretary of State

PH