

F970000006859



ACCOUNT NO. : 072100000032

REFERENCE : 641071 4328311

AUTHORIZATION :

Patricia Payne

COST LIMIT : \$ 70.00

ORDER DATE : December 18, 1997

ORDER TIME : 11:43 AM

ORDER NO. : 641071-005

CUSTOMER NO: 4328311

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CUSTOMER: Faina Medzonsky, Esq
Cooley Godward LLP
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94306-2155

W97-28245

FOREIGN FILINGS

NAME: AS ACQUISITIONS 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: Cindy Harris

RECEIVED
97 DEC 18 PM 1:10 97 DEC 24 PM 1:29
DIVISION OF CORPORATIONS
FILED
SECRETARY OF STATE
Susan Payne 1/6

*New Foreign
Qual. 12/26/97*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1997

CSC
ATTN: CINDY HARRIS

SUBJECT: AS ACQUISITIONS CORP.
Ref. Number: W97000028245

We have received and are retaining your document for the following reason:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 897A00059518

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. AS Acquisitions 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. Delaware
(State or country under the law of which it is incorporated)

3. Not yet available
(FEI number, if applicable)

4. December 11, 1997
(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. 1344 Crossman Avenue
Sunnyvale, CA 94089
(Current mailing address)

8. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.
(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)

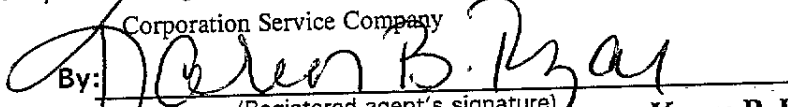
Name: Corporation Service Company

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: 
(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: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: Stephen V. Imbler

Address: 1344 Crossman Avenue
Sunnyvale, CA 94089

Vice Chairman: _____

Address: _____

Director: Larry Braverman

Address: 1344 Crossman Avenue
Sunnyvale, CA 94089

Director: _____

Address: _____

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

President: Stephen V. Imbler

Address: 1344 Crossman Avenue
Sunnyvale, CA 94089

Vice President: Same As Above

Address: _____

Secretary: Larry Braverman

Address: 1344 Crossman Avenue
Sunnyvale, CA 94089

Treasurer: Stephen V. Imbler

Address: 1344 Crossman Avenue
Sunnyvale, CA 94089

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.)

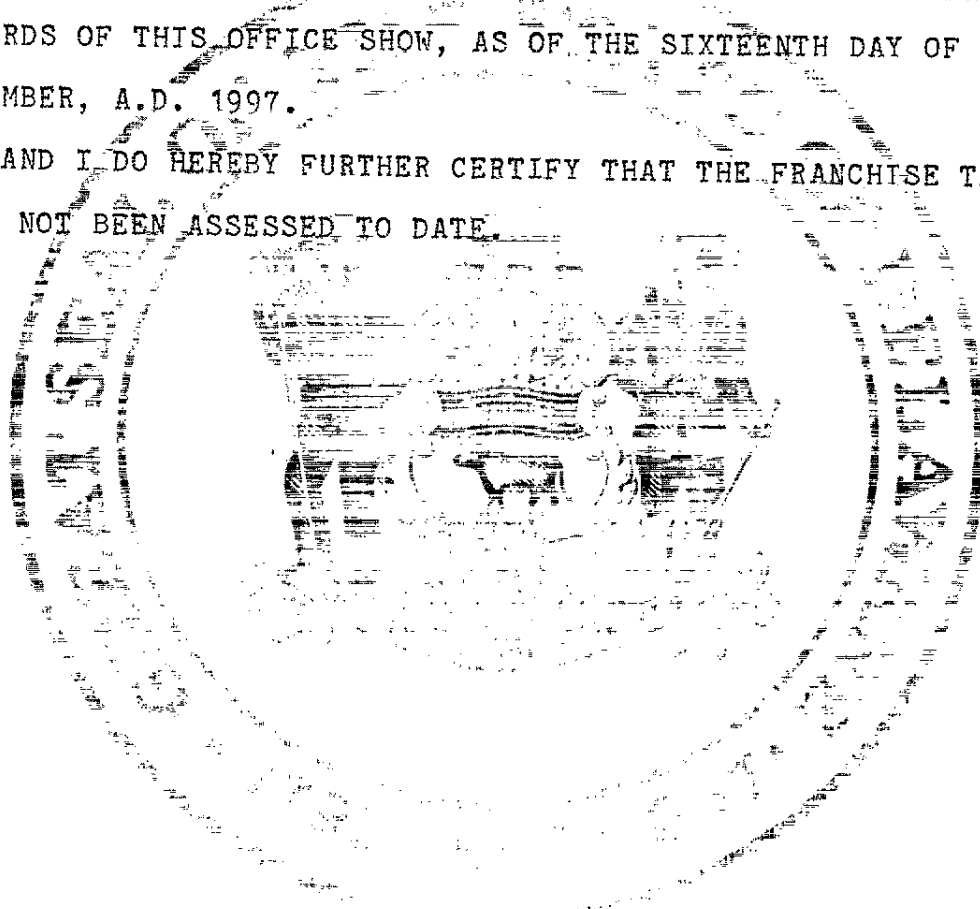
14. Stephen V. Imbler, President

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AS ACQUISITIONS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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971430207

AUTHENTICATION: 8813433

DATE: 12-16-97