ACCOUNT NO. : 072100000032

REFERENCE 984993 ... 4340636

AUTHORIZATION

COST LIMIT \$ 70.00

ORDER DATE: October 5, 1998

ORDER TIME : 11:07 AM

ORDER NO. : 984993-055

CUSTOMER NO: 4340636

300002663553

CUSTOMER: Linda Childress, Legal Asst

Jones Day Reavis & Pogue 2300 Trammell Crow Center

2001 Ross Ave. P.o. Box 660623

Dallas, TX 75201

FOREIGN FILINGS

NAME: XCELLENET, 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: Robert Turner

## 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.	XCELLENET, 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	Delaware 3 PENDING					
	(State or country under the law of which it is incorporated) (FEI number, if applicable)					
4.	October 05, 1998 5. Perpetual					
	(Date of Incorporation)  (Duration: Year corp. will cease to exist or "perpetual")					
6	Upon Qualification					
_ <b></b> .	(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)					
7.	c/o CORPORATION SERVICE COMPANY, 1013 CENTRE ROAD					
	WILMINGTON, DE 19805					
	TO ACT AS A NAME HOLDER (Current mailing address)					
_						
8.,	(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					
10	Tallahassee , Florida , 32301 (Zip Code)  Registered agent's acceptance:					
	eving 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						
all	sistered agent and agree to act in this capacity. I further agree to comply with the provisions of statutes relative to the proper and complete performance of my duties, and I am familiar with					
an	d accept the obligations of my position as registered agent.  Corporation Service Company					
_	By: Maleree M. Culler					
	(Registered agent's signature)  MAUREEN W. CULLEN, Assistant Vice President					
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)

	1102 4000 ptato 10)	
A	DIDECTODS (Street address only P O	Roy NOT acceptable)

Address: _		<u> </u>	
	man:		
_			
Director: _		~	
Address: _			
. <u>-</u>		<del> </del>	i
Director: _			j. <u>-</u> -
Address: _			س ي
			to the same
	ERS (Street address only- P. O. Box NOT acceptable)		
President:	See attached officers/directors rider	98	
Address: _		8 OC:	
_			<u>n</u>
Vice Presid	ent:		- U
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Address: _			
			E' w "."
NOTE: If	necessary, you may attach an addendum to the application listing addition	nal	
officers and	d/or directors.		
13. We	nature of Chairman, Vice Chairman, or any officer listed in number 12 of the applica		se ser schwarzen in
(Sig	nature of Chairman, Vice Chairman, or any officer listed in number 12 of the applica	tion)	
		· · · · · · · · · · · · · · · · · · ·	

## DIRECTORS AND OFFICERS

NAME	TITLE	ADDRESS
Daniel R. Butler	Director	1013 Centre Road Wilmington, DE 19805
William G. Popeo	Director/President & Treasurer	1013 Centre Road Wilmington, DE 19805
Bruce R. Winn	Director	1013 Centre Road Wilmington, DE 19805
Mary T. Flowers	VP/Asst. Secretary	1013 Centre Road Wilmington, DE 19805
Lisa G. Mulligan	VP/Secretary	1013 Centre Road Wilmington, DE 19805
John H. Pelletier	VP/Asst. Secretary	Two World Trade Cente V Suite 8746 Suite 8746 New York, NY 10048 AMILIED STATE AMILIED 16

## State of Delaware Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

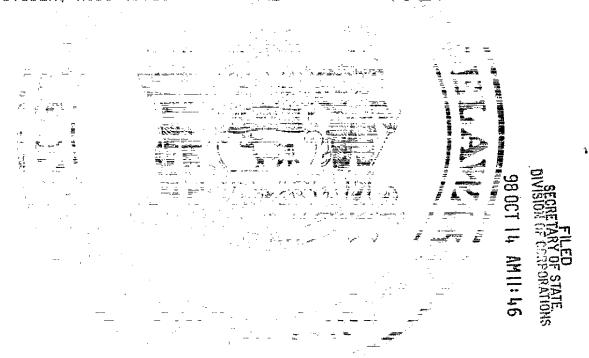
DELAWARE, DO HEREBY CERTIFY "XCELLENET, INC." IS DULY

INCORPORATED UNDER THE TAWS 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 THIRTEENIH DAY OF

OCTOBER 7 A.D. 1998.



Edward J. Freel, Secretary of State

**AUTHENTICATION:** 

DATE:

9349572

2952231 8300