



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 984993 4340636

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : October 5, 1998

ORDER TIME : 11:07 AM

ORDER NO. : 984993-055

CUSTOMER NO: 4340636

300002663553--9

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

RECEIVED

98 OCT 14 AM 11:20

DIVISION OF CORPORATION

98 OCT 14 AM 11:46

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm

10/14

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
(State or country under the law of which it is incorporated)
3. PENDING
(FEI number, if applicable)
4. October 05, 1998
(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. c/o CORPORATION SERVICE COMPANY, 1013 CENTRE ROAD
WILMINGTON, DE 19805
(Current mailing address)
TO ACT AS A NAME HOLDER
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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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: _____

(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)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. William G. Popeo
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. WILLIAM G. POPEO, President
(Typed or printed name and capacity of person signing application)

DIRECTORS AND OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
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 Center Suite 8746 New York, NY 10048

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XCELLENET, INC." 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 THIRTEENTH DAY OF OCTOBER, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2952231 8300

DATE:

9349572

004707445

10-13-98

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SECRETARY OF STATE
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