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ACCOUNT NO. : 072100000032

REFERENCE : 256673 4328311

AUTHORIZATION :

Patricia Pizzit

COST LIMIT : \$ 70.00

ORDER DATE : May 27, 1999

ORDER TIME : 11:10 AM

ORDER NO. : 256673-020

500002892805--4

CUSTOMER NO: 4328311

CUSTOMER: Ms. Andrea Salah
Cooley Godward LLP
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94306-2155

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99 JUN -2 AM 11:29

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: RESUMIX, 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: Angie Glisar

FILED
99 JUN -2 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUN - 1 1999

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. Resumix, 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. 41-1915534
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 15, 1999 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 890 Ross Drive, Sunnyvale, CA 94089

(Current mailing address)

8. Human Resource Software Series & Related 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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida,

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: *Lauren Wehner*
(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 incorporated.

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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: Please See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Please See Attached

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. _____

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

14. _____

Stephen Ciesinski, President and CEO

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

Resumix, Inc., a Delaware corporation
Officer and Director List

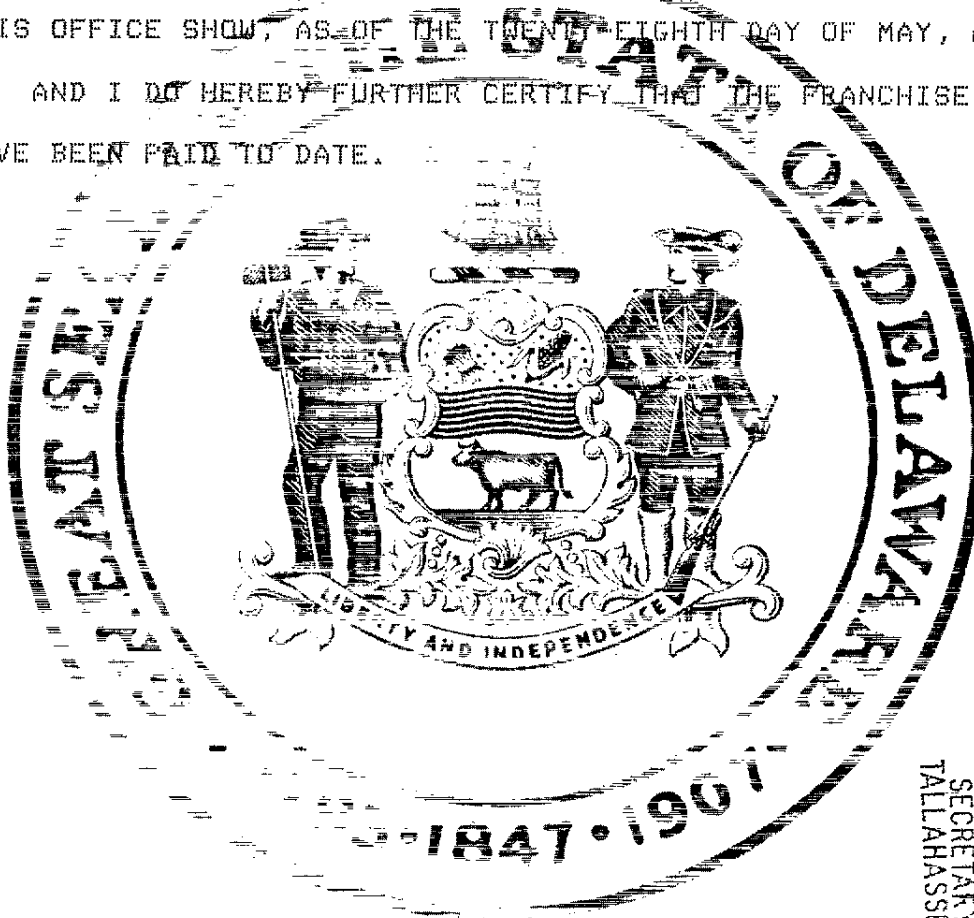
Name	Title	Business Address
Stephen Ciesinski	Chairman, President, Chief Executive Officer	890 Ross Drive Sunnyvale, CA 94089
Amir Ameri	Vice President, Finance and Administration, Chief Financial Officer	890 Ross Drive Sunnyvale, CA 94089
Andrei Manoliu	Secretary	Five Palo Alto Square 3000 El Camino Real Palo Alto, CA 94306-2155
Donald (aka Barney) Barnette	Vice President, Human Resources and Business Development	890 Ross Drive Sunnyvale, CA 94089
Paul Doscher	Vice President, Worldwide Field Operations	890 Ross Drive. Sunnyvale, CA 94089
Dennis Fukuyama	Vice President, World Wide Customer Support	890 Ross Drive. Sunnyvale, CA 94089
William Kaplan	Vice President and General Counsel	890 Ross Drive. Sunnyvale, CA 94089
William Stein	Vice President, Engineering	890 Ross Drive. Sunnyvale, CA 94089

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESUMIX, 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 TWENTY EIGHTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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991216097

AUTHENTICATION:

DATE:

9775346

05-28-99