

F99000003679

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

100002928761--1
-07/12/99--01104--001
*****70.00 *****70.00

SUBJECT: CallManage, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

<u>Linda Durning</u> (Name of Person)	<p style="text-align: right; font-size: 2em;">F99-3679</p> <p>Name Availability <u>7-19</u></p> <p>State <u>GA</u></p> <p>County <u>DE</u></p> <p>City <u>DE</u></p> <p>Verification <u>DE</u></p> <p>W. P. Verifier <u>DE</u></p>
<u>Law Offices of Lance J.M. Steinhart</u> (Firm/Company)	
<u>6455 E. Johns Crossing, Suite 285</u> (Address)	
<u>Duluth, Georgia 30097</u> (City/State/Zip)	

Should you need to call someone concerning this matter, please call:

Linda Durning at (770) 232-9200
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
 99 JUL 12 PM 5:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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. CallManage, 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. (FEI number, if applicable)

4. April 2, 1996 (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. 460 Summer Street, 3rd FL 460 Summer Street, 3rd FL, Stanford, CT 06901 (Current mailing address)

8. to provide telecommunications 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: Richard A. Murdoch, Esq.

Office Address: 980 N. Federal Hwy, Ste 410

Boca Raton, Florida, 33432 (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.

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

(PLEASE SEE ATTACHED LIST.)

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Joseph Cline

Address: 460 Summer Street, 3rd FL

Stanford, CT 06901

Vice President: _____

Address: _____

(PLEASE SEE ATTACHED LIST.)

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

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

14. Joseph Cline, President
(Typed or printed name and capacity of person signing application)

CALLMANAGE, INC. (CallManage)

460 Summer Street
3rd Floor
Stanford, CT 06901
203-351-0880 (Phone)
203-351-0885 (Fax)
800-458-2682 (Customer Service)

Officers:

Gideon Barak	Chairman
Joseph Cline	CEO/President
Itsik Onfus	CFO
Yair Shoham	Secretary
Joanna Valentini	Asst. Secretary

Officers may be contacted at the above address for CallManage, Inc.

Directors:

Gideon Barak
Isaac Wulkan
Yair Shoham
Ron Ponder

All Directors may be contacted at the above address except for Mr. Ponder who may be contacted at the following address:

12 Derecg Hasgaribm Mercaz Sharibam
Jfar Saba 44269 Israel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CALLMANAGE 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-NINTH DAY OF JUNE, A.D. 1999.

2609009 8300

991265031



Edward J. Freel

Edward J. Freel, Secretary of State

9837095

AUTHENTICATION:

06-29-99

DATE: