

Document Number Only

F99000005771

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700003038077-1

-11/08/99-01070-022

*****70.00 *****70.00

Centric Software, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

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W.F. Verifier

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TH

LAURA EARNES

FLORIDA

STATE

DIVISION OF CORPORATIONS

TALLAHASSEE

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11/8
BK
11/8/99

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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1. Centric Software, 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. California

(State or country under the law of which it is incorporated)

3. (applied for)

(FEI number, if applicable)

4. January 1, 1993

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. October 28, 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 50 Las Colinas Lane

San Jose, CA 95119

(Current mailing address)

8. to engage in any lawful act or activity for which a corporation may be organized

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

Connie Bryan

(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.

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)

please see attached list

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

please see attached list

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. **Carmine J. Napolitano, Chief Financial Officer and Secretary**

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

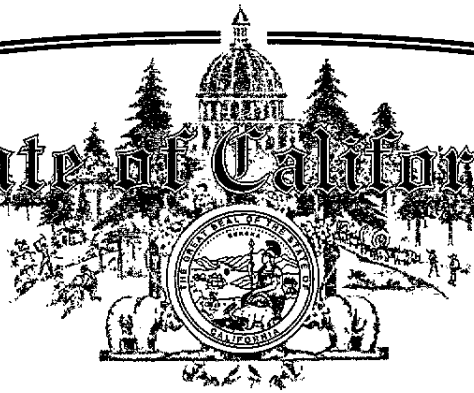
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CENTRIC SOFTWARE, INC.
OFFICERS/DIRECTORS**

NAME	TITLE(S)
Chris Groves 985 University Ave., Ste. 31 Los Gatos, CA 95032	President, Chief Executive Officer, Director
Stefano Malnati 985 University Ave., Ste. 31 Los Gatos, CA 95032	Vice President of Engineering
Carmine J. Napolitano 985 University Ave., Ste. 31 Los Gatos, CA 95032	Vice President, Finance and Administration, Chief Financial Officer, Secretary
Neil Mitchell 985 University Ave., Ste. 31 Los Gatos, CA 95032	Vice President of Marketing
Edward Marchiselli 985 University Ave., Ste. 31 Los Gatos, CA 95032	Vice President of Sales
Michael S. Noling 2939 East Valley Rd. Santa Barbara, CA 93108	Chairman of the Board, Director
Eric Carlson Silicon Graphics 2011 North Shoreline Blvd. Mailbox 100 Mountain View, CA 94043	Director
Stephen D. Lakowske 3922 Promontory Court Boulder, CO 80304	Director
Paul Giovacchini Seacost Capital Partners L.P. 55 Ferncroft Road Danvers, MA 09123	Director
Klaus Koch Kline Hawkes & Co. 11726 San Vicente Blvd. Ste. 300 Los Angeles, CA 90049	Director
Jack Shields Boston Capital Ventures Old City Hall 45 School Street Boston, MA 02108	Director

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State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED STATE
SECRETARY OF CORPORATIONS
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I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **1ST day of JANUARY, 1993, CENTRIC SOFTWARE, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

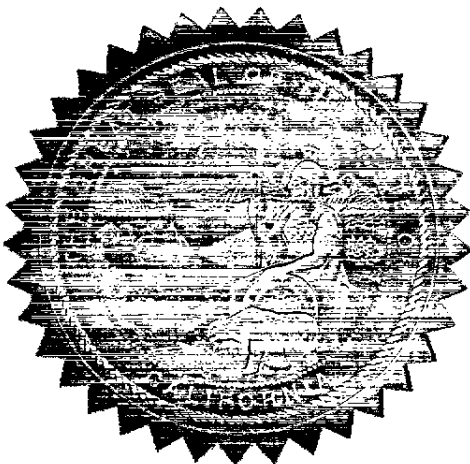
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of November 3, 1999.



Bill Jones
BILL JONES
Secretary of State