

CorpAmerica, Inc.
30 Old Rudnick Lane • Dover, Delaware 19901
(702) 736-4301 • Toll Free: (888) 736-4300 • Fax: (302) 736-4301
<http://www.CorpAmerica.com> • <http://www.LawService.com>

October 5, 1999

Corporate Records Bureau
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

200003007562--4
-10/06/99--01076--002
*****70.00 *****70.00

W99-23547

RE: DiviCom Inc.

Dear Corporations:

200003007562--4
-11/10/99--01095--001
***3465.00 ***3465.00

Please file the enclosed Application by Foreign Corporation For Authorization to Transact Business in Florida, for the above referenced corporation. Also enclosed is our check for \$70 to cover the necessary filing fees.

Please return the filed document to:

CorpAmerica, Inc.
Page Bell
30 Old Rudnick Lane
Dover, DE 19901

If you have any questions or problems, please feel free to contact me. Thank you very much.

Sincerely,

Page Bell

Page Bell
Corporate Specialist

99 NOV 10 PM 30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

P. 718

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 13, 1999

PAGE BELL, CORPORATE SPECIALIST
CORPAMERICA, INC.
30 OLD RUDNICK LANE
DOVER, DE 19901

SUBJECT: DIVICOM, INC.
Ref. Number: W99000023547

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for DIVICOM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3465.00.

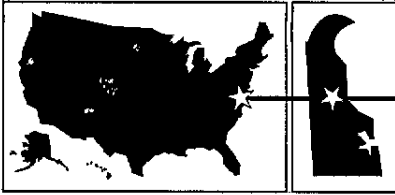
Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call
(850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 099A00049355

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TALLAHASSEE FLORIDA



Corporate Services / Specializing in Delaware

Lee

CorpAmerica, Inc.

30 Old Rudnick Lane • Dover, Delaware 19901

(302) 736-4300 • Toll Free: (888) 736-4300 • Fax: (302) 736-4301

<http://www.CorpAmerica.com> • <http://www.LawService.com>

November 2, 1999

Corporate Records Bureau
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

RE: DiviCom, Inc.

Dear Corporations:

Please find the enclosed CORRECTED Application by Foreign Corporation for the above referenced corporation in the State of Florida.

Please return the filed document to:

CorpAmerica, Inc.
Diane L. Flanagan
30 Old Rudnick Lane
Dover, DE 19901

If you have any questions or problems, please feel free to contact me. Thank you very much.

Sincerely,

Page Bell

Page Bell
Corporate Specialist

Enclosures

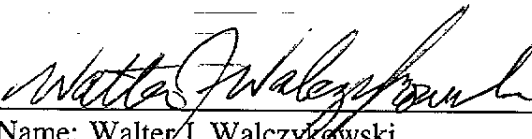
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TALLAHASSEE FLORIDA

RESOLUTION
OF
BOARD OF DIRECTORS
OF
DIVICOM INC.

I, the undersigned, Walter J. Walczykowski, do hereby certify that this Resolution of the Board of Directors of DiviCom Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on October 1, 1999.

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts the name "DiviCom Inc., A Delaware Corporation" for use in Florida.

Dated: November 1, 1999


Name: Walter J. Walczykowski

Title: Secretary

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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. DiviCom 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, USA

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

3. 77-0456189

(FEI number, if applicable)

4. 5/1/96

(Date of incorporation)

5. 1/1/96

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

6. 1/1/96

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

7. 1708 McCarthy Blvd.

Milpitas, CA 95060

(Current mailing address)

8. To transact sales and conduct other business in the state.

(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: CorpAmerica, Inc.

Office Address: 1525 South Andrews Avenue, Suite 216

Fort Lauderdale

Florida

33316

(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.

Page Bell

(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)

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FLORIDA
SECRETARY OF STATE

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

Chairman: Nolan Daines

Address: 1708 McCarthy Blvd.
Milpitas, CA 95035

Vice Chairman: _____

Address: _____

Director: Alexandre Balkanski

Address: 1708 McCarthy Blvd.
Milpitas, CA 95035

Director: Tom Lookabaugh

Address: 1708 McCarthy Blvd.
Milpitas, CA 95035

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

President: See Attached Schedule.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

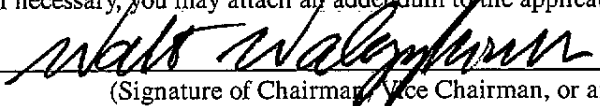
Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Walt Walczykewski, Vice-President, CFO, Corporate Secretary
(Typed or printed name and capacity of person signing application)

DiviCom Inc.
FEIN 77-0456189
List of Corporate Officers

<u>Name of Officer</u>	<u>Title</u>	<u>Address</u>	<u>Phone Number</u>
Tom Lookabaugh	President	1708 McCarthy Blvd. Milpitas, CA 95035	408.944.6700
Walter J. Walczykowski	VP, CFO, Secy	1708 McCarthy Blvd. Milpitas, CA 95035	408.944.6700
Michael Bailey	Vice-Pres	1708 McCarthy Blvd. Milpitas, CA 95035	408.944.6700
John Connelly	Vice-Pres	1708 McCarthy Blvd. Milpitas, CA 95035	408.944.6700
Mark Carrington	Vice-Pres	1708 McCarthy Blvd. Milpitas, CA 95035	408.944.6700
Mark Magee	Vice-Pres	1708 McCarthy Blvd. Milpitas, CA 95035	408.944.6700

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TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIVICOM 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 FIFTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DIVICOM INC." WAS INCORPORATED ON THE FIRST DAY OF MAY, A.D. 1996.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



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991420452

Edward J. Freel
Edward J. Freel, Secretary of State

0010160

AUTHENTICATION:

10-05-99

DATE: