

F99000006423

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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

Dear Sir or Madam:

MJH

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:

Richard L. Piccolo 000003065930-4
(Name of Person) -12/09/99-01088-012
*****78.75 *****78.75

Network Integrity, Inc.
(Firm/Company)

201 Boston Post Road West
(Address)

Marlborough, MA 01752
(City/State/Zip)

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

Richard L. Piccolo at (508) 460-6670 x103
(Name of Person) (Area Code & Daytime Telephone Number)

99 DEC -9 PM 3:03
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STREET ADDRESS:

Qualification/Tax Lien Section
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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. Network Integrity, 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. DE 3. 04-3160058
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/23/92 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/1/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 201 Boston Post Road West
Marlborough, MA 01752
(Current mailing address)

8. Software Sales
(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)

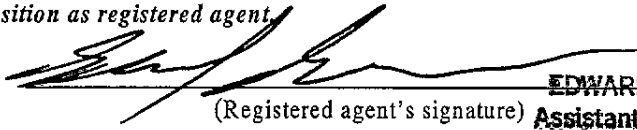
Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, FL 33324, Florida, 33324
(Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -9 PM 3:03

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.


EDWARD GWISDALLA
(Registered agent's signature) 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)

Director
Chairman: Tim Barrows c/o Matrix Partners

Address: 1000 Winter St Suite 4500
Waltham MA 02154

Director
Vice Chairman: Barry Feldman c/o Atlas Ventures

Address: 222 Berkeley St
Boston, MA 02116

Director: Charles Digate c/o Math Soft

Address: 101 Main Street
Cambridge, MA 02142

Director: Terry Gould c/o Brinson Partners

Address: 209 South LaSalle St.
Chicago, IL 60604

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

President: John B Butler, Jr.

Address: 4 Davis Road
Southham, MA 01772

Vice President: _____

Address: _____

Secretary: Richard L. Piccolo

Address: 15 Pondview Ave
Medfield, MA 02052

Treasurer: John B. Butler

Address: (As above)

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

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

14. Richard L. Piccolo CFO / Secretary
(Typed or printed name and capacity of person signing application)

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 "NETWORK INTEGRITY, 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 FIFTEENTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



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Edward J. Freel, Secretary of State

AUTHENTICATION:

0080934

DATE:

11-15-99