



THE UNITED STATES CORPORATION COMPANY

F99000006649

ACCOUNT NO. : 072100000032

REFERENCE : 521921 7119768

AUTHORIZATION :

COST LIMIT :

Patricia Piguet

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 27 AM 10:10

ORDER DATE : December 17, 1999

ORDER TIME : 11:20 AM

ORDER NO. : 521921-005

CUSTOMER NO: 7119768

500003079975--8

CUSTOMER: Ms. Monica Jarnot
Consolidated Freightways
175 Linfield Drive

Menlo Park, CA 94025

FOREIGN FILINGS

NAME: REDWOOD SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

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RECEIVED
99 DEC 27 AM 9:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*OK
12/2/99*

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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

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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:

MARYLA R. FITCH
(Name of Person)
REDWOOD SYSTEMS INC.
(Firm/Company)
175 LINFIELD DRIVE
(Address)
MENLO PARK, CALIFORNIA 94025
(City/State/Zip)

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

MARYLA R. FITCH at (650) 566-6117
(Name of Person) (Area Code & Daytime Telephone Number)

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.

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- Redwood Systems, 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.)
- DELAWARE
(State or country under the law of which it is incorporated)
- 94-326-2817
(FEI number, if applicable)
- January 14, 1997
(Date of incorporation)
- perpetual
(Duration: Year corp. will cease to exist or "perpetual")
- December 6, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- c/o CONSOLIDATED FREIGHTWAYS CORPORATION
175 LINFIELD DRIVE, MENLO PARK, CALIFORNIA 94025-3799
(Current mailing address)
- MOTOR FREIGHT
(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: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street
TALLAHASSEE, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.
by: Karen E. Wehner
(Registered agent's signature)

Karen E. Wehner, 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)

Chairman: W. ROGER CURRY

Address: 175 LINFIELD DRIVE, MENLO PARK, CALIFORNIA 94025

~~Chairman~~ Director: SUNIL BHARDWAJ

Address: 175 LINFIELD DRIVE, MENLO PARK, CALIFORNIA 94025

Director: MARYLA R. FITCH

Address: 175 LINFIELD DRIVE, MENLO PARK, CALIFORNIA 94025

Director: EINAR GUSTAVSON

Address: 175 LINFIELD DRIVE, MENLO PARK, CALIFORNIA 94025

SEE ATTACHED LISTING

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

President: W. ROGER CURRY

Address: 175 LINFIELD DRIVE, MENLO PARK, CALIFORNIA 94025

Vice President: EINAR GUSTAVSON

Address: 175 LINFIELD DRIVE, MENLO PARK, CALIFORNIA 94025

Secretary: MARYLA R. FITCH

Address: 175 LINFIELD DRIVE, MENLO PARK, CALIFORNIA 94025

Treasurer: SUNIL BHARDWAJ

Address: 175 LINFIELD DRIVE, MENLO PARK, CALIFORNIA 94025

SEE ATTACHED LISTING

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

13.

Maryla R Fitch

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

14.

MARYLA R. FITCH, Vice President and Secretary

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

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Redwood Systems, Inc.

Directors, Officers Report

Redwood Systems, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 27 AM 10:00
October 26, 1999

DIRECTORS

Sunil Bhardwaj Director
Primary Address: 175 Linfield Drive
Menlo Park, CA 94025-3799

W. Roger Curry Director
Primary Address: 175 Linfield Drive
Menlo Park, CA 94025-3799

Maryla R. Fitch Director
Primary Address: 175 Linfield Drive
Menlo Park, CA 94025-3799

Einar Gustavson Director
Primary Address: 175 Linfield Drive
Menlo Park, CA 94025-3799

Stephen D. Richards Director
Primary Address: 175 Linfield Drive
Menlo Park, CA 94025-3799

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OFFICERS

W. Roger Curry Chairman and President
Primary Address: 175 Linfield Drive
Menlo Park, CA 94025-3799

Einar Gustavson Vice President and General Manager
Primary Address: 175 Linfield Drive
Menlo Park, CA 94025-3799

Sunil Bhardwaj Vice President, Chief Financial Officer and Treasurer
Primary Address: 175 Linfield Drive
Menlo Park, CA 94025-3799

Maryla R. Fitch Vice President and Secretary
Primary Address: 175 Linfield Drive
Menlo Park, CA 94025-3799

Stephen D. Richards Vice President, General Counsel and Assistant Secretary
Primary Address: 175 Linfield Drive
Menlo Park, CA 94025-3799

Robert E. Wrightson Vice President and Controller
Primary Address: 175 Linfield Drive
Menlo Park, CA 94025-3799

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 "REDWOOD SYSTEMS, 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 TWENTIETH DAY OF DECEMBER, A.D. 1999.

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

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REDWOOD SYSTEMS, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF JANUARY, A.D. 1997.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 0151459

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