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FILED
May 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P26472 (1) 1. Corporation Name RATIONAL SOFTWARE CORPORATION			
Principal Place of Business 2800 SAN TOMAS EXPRESSWAY SANTA CLARA CA 95051-951 US		Mailing Address 2800 SAN TOMAS EXPRESSWAY SANTA CLARA CA 95051-0951 US	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Zip
24	Country	29	Country
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
85 Zip Code		FL	
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.			
SIGNATURE Signature, typed or printed name of registered agent, and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP	1.1 TITLE	
NAME	BRENNAN, TIMOTHY A	1.2 NAME	
STREET ADDRESS	1441 THUNDERBIRD AVE	1.3 STREET ADDRESS	
CITY - ST - ZIP	SUNNYVALE CA	1.4 CITY - ST - ZIP	
TITLE	DVP	2.1 TITLE	
NAME	ZEIGLER, STEPHEN F.	2.2 NAME	
STREET ADDRESS	15460 SW GULL COURT	2.3 STREET ADDRESS	
CITY - ST - ZIP	BEAVERTON OR	2.4 CITY - ST - ZIP	
TITLE	C	3.1 TITLE	PRESIDENT
NAME	DEVLIN, MICHAEL T.	3.2 NAME	
STREET ADDRESS	27600 BLACK OAK RIDGE	3.3 STREET ADDRESS	
CITY - ST - ZIP	FOREST HILLS CA	3.4 CITY - ST - ZIP	
TITLE	PD	4.1 TITLE	CHAIRMAN
NAME	LEVY, PAUL D.	4.2 NAME	
STREET ADDRESS	1250 JONES ST #1802	4.3 STREET ADDRESS	
CITY - ST - ZIP	SAN FRANCISCO CA	4.4 CITY - ST - ZIP	
TITLE	SVP	5.1 TITLE	
NAME	BOND, ROBERT Y.	5.2 NAME	
STREET ADDRESS	227 MAPACHE	5.3 STREET ADDRESS	
CITY - ST - ZIP	PORTOLA VALLEY CA	5.4 CITY - ST - ZIP	
TITLE	D	6.1 TITLE	
NAME	CAMPBELL, JAMES S.	6.2 NAME	
STREET ADDRESS	1349 VIA CORONEL	6.3 STREET ADDRESS	
CITY - ST - ZIP	PALOS VERDES ESTATES CA	6.4 CITY - ST - ZIP	
14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, on an attachment with an address.			
SIGNATURE: <i>Timothy A. Brennan</i> 4/30/97 408-496-3622 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #			

CR2E034 (9/96)