

F00000000489

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: XIO tech Corporation
(Name of corporation - must include suffix)

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:

Scott Eckes 200003104912--3
(Name of Person) 01/20/00--01038--014
****70.00 ****70.00

XIO tech Corporation
(Firm/Company)

6509 Flying Cloud Drive #200
(Address)

Eden Prairie MN 55344
(City/State/Zip)

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

Sue Hogue at (612) 828-5980
(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

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TALLAHASSEE FLORIDA

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

epg

WR
1/27

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

See Attached

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

See Attached

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Sue Hogue*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. *Sue Hogue CFO*
(Typed or printed name and capacity of person signing application)

Listing of Officers

Name Philip Soran
President, CEO
Since 11/1/95

Date of Birth 5/25/56
Soc Security Number 523-88-3893

Home Address 9501 Amesbury Lane
Eden Prairie, MN 55347

Home Phone 612-942-8359

Name John Guider
Chief Operating Officer
Since 11/1/95

Date of Birth 3/13/44
Soc Security Number 471-52-5088

Home Address 5219 O'Connell Drive
Mounds View, MN 55112

Home Phone 612-786-9363

Name Lawrence Aszmann
Chief Technical Officer
Since 11/1/95

Date of Birth 2/3/47
Soc Security Number 471-52-6789

Home Address 3035 Marcia
Shakopee, MN 55379

Home Phone 612-403-9122

Name Sue Hogue
Chief Financial Officer

Date of Birth 6/12/56
Soc Security Number 396-64-1890

Home Address 11397 Welter Way
Eden Prairie, MN 55347

Home Phone 612-942-9183

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XIOtech

Board of Directors

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Philip Soran

XIOtech Corporation
President/ Chief Executive Officer
6509 Flying Cloud Drive, Suite 200
Eden Prairie, MN 55344

Phone (612) 828-5976
Fax (612) 828-5990
Email phils@xiotech.com

John Guider

XIOtech Corporation
Chief Operating Officer
6509 Flying Cloud Drive, Suite 200
Eden Prairie, MN 55344

Phone (612) 828-5977
Fax (612) 828-5990
Email john@xiotech.com

Rick Boswell

St. Paul Venture Capital, L.L.C
138 River Road
Andover, MA 01810

Phone (978) 837-3198
Fax (978) 837-3199
Email rickbos@stpaulvc.com

Cliff Haas

Sigma Partners
2884 Sand Hill Road, Suite 121
Menlo Park, CA 94025

Phone (650) 854-1300
Fax (650) 854-1323
Email cliff@sigmapartners.com

G.N (Nick) Simonds

Emerson Electric
VPI Chief Information Officer
8000 W. Florissant, Station 1470
St. Louis, MO 63136

Phone (314) 553-1470
Fax (314) 553-1605
Email nick.simonds@EMRSN.com

John Stapleton

MRI, Inc
8000 West 78th Street, #115
Edina, MN 55439

Phone (612) 942-1200
Fax (612) 942-1205
Email jstapleton@MRIInc.com

Mac Lewis

Minnesota Management Partners L.P
5759 Long Brake Circle
Edina, MN 55439

Phone (612) 943-1517
Fax (612) 943-1965
Email MacL3@worldnet.att.net

Greg Smitherman

Advent International
2180 Sand Hill Road, Suite 420
Menlo Park, CA 94025

Phone (650) 233-1205
Fax (650) 233-7515
Email gsmitherman@adventinternational.com

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

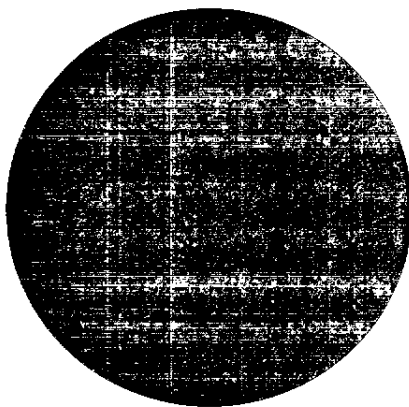
Name: XIOTech Corporation

Date Formed: 10/05/1995

Chapter Governed By: 302A

This certificate has been issued on 01/03/00.

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TALLAHASSEE FLORIDA



Mary Kiffmeyer
Secretary of State.