

F01000001494

5.

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: ACCURU SOFTWARE, INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

800003801838--0
-03/06/01--01037--005
*****87.50 *****87.50

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:

100003799251--7
-05/04/01--01004--005
*****87.50 *****87.50

RITA MADGETT-SCOTT
(Name of Person)

ACCURU SOFTWARE, INC
(Firm/Company)

W01-5064

48634 MILWANT DRIVE
(Address)

FREMONT, CA 94538
(City/State/Zip)

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

RITA MADGETT-SCOTT at (510) 580-4500
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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mtu
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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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 6, 2001

RITA MADGETT-SCOTT
48634 MILMONT DR.
FREEMONT, CA 94538

SUBJECT: ACCRUE SOFTWARE, INC.
Ref. Number: W01000005064

We have received your document for ACCRUE SOFTWARE, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 701A00013596

01 MAR 20 AM 2:25
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. ACCRUE SOFTWARE, 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. CALIFORNIA (State or country under the law of which it is incorporated)
3. 943238684 (FEI number, if applicable)

4. 10/31/1996 (Date of incorporation)
5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. 11/01/2001 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. 48634 MILMONT DR. FREMONT, CA 94538 (Principal office address)

b. 48634 MILMONT DR. FREMONT, CA 94538 (Current mailing address)

8. E-BUSINESS 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 (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Tina Perrin
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ROBERT SNEDEK, CHAIRMAN

Address: 48634 MILMONT DRIVE
FREMONT, CA 94538

Director: JONATHAN NELSON
Vice Chairman:

Address: 48634 MILMONT DRIVE
FREMONT, CA 94538

Director: MAX D. HOPPER

Address: 48634 MILMONT DRIVE
FREMONT, CA 94538

Director: DAVID FOLKMAN

Address: 48634 MILMONT DRIVE
FREMONT, CA 94538

B. OFFICERS

President: GREGORY WALKER - INTERIM - CEO, CHIEF FINANCIAL OFFICER

Address: 48634 MILMONT DRIVE
FREMONT, CA 94538

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALAMON

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

13. Gregory C Walker
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE SAID "PLUMB, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "GAUGE TECHNOLOGIES, INC.", ON THE FIRST DAY OF APRIL, A.D. 1996, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "GAUGE TECHNOLOGIES, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ACCRUE SOFTWARE, INC.", ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1996, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACCRUE SOFTWARE, INC.", IS THE LAST KNOWN TITLE OF RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

FILED
MAR 26 AM 2:25
SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

2593589 8321

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AUTHENTICATION: 0511880
DATE: 06-21-00