

CT CORPORATION SYSTEM

F01000002904

CORPORATION(S) NAME

Actelis Networks, Inc.

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FILED
01 MAY 31 PM 2:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
01 MAY 31 PM 12:04
DIVISION OF CORPORATION

BK

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

5/31/01

Order#: 4469876
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 *****70.00 *****70.00

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

9

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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MAY 31 1PM 2:44B
CLERK OF STATE
TALLAHASSEE, FLORIDA

1. Actelis Networks, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. Applied For (FEI number, if applicable)

4. 11/12/98 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 2001 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6150 Stevenson Blvd., Fremont, CA 94538
(Current mailing address)

8. Sale of telecommunication technology
(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)

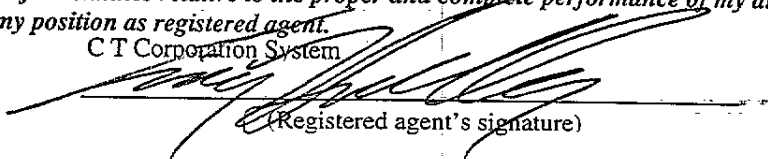
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

(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 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: Yuval Baron,

Address: Actelis Networks, Inc., 6150 Stevenson Blvd., Fremont, CA 94538

Vice Chairman: Tuvia Barlev

Address: Actelis Networks, Inc., 16 Bazal St., PB 10173, Petach, Tikva 949103, ISRAEL

Director: Kamran Elahian

Address: Global Catalyst Partners, 361 Lytton Court, Palo Alto, CA 94301

Director: Lip-Bu Tan

Address: Walden International Investment Group, 750 Battery St., Suite 700, San Francisco CA, 94111

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

President: Yuval Baron

Address: Actelis Networks, Inc., 6150 Stevenson Blvd., Fremont, CA 94538

Vice President: Tuvia Barlev

Address: Actelis Networks, Inc., 16 Bazal St., PB 10173, Petach, Tikva 949103, ISRAEL

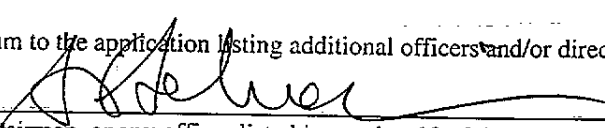
Secretary: Arthur F. Schneiderman

Address: Wilson Sonsini Goodrich & Rosati, 650 Page Mill Road, Palo Alto, CA 94304-1050

Treasurer: Richard Kleinman

Address: Actelis Networks, Inc., 6150 Stevenson Blvd., Fremont, CA 94538

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

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

14. Arthur F. Schneiderman, Secretary
(Typed or printed name and capacity of person signing application)

DIRECTORS:

1. Stuart Phillips
US Venture Partners
2180 Sand Hill Road
Suite 300
Menlo Park, CA 94025
2. Peter T. Morris
New Enterprise Associates
2490 Sand Hill Road
Menlo Park, CA 94025
3. Martin Kaplan
Actelis Networks, Inc.
6150 Stevenson Boulevard
Fremont, CA 94538
4. Anand Gowda
The Carlyle Group
600 Montgomery Street
39th Floor
San Francisco, CA 94111

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACTELIS NETWORKS, 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 TWENTY-NINTH DAY OF MAY A.D. 2001.

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MAY 31 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2965392 8300

AUTHENTICATION: 1156973

010254709

DATE: 05-29-01