

CT CORPORATION SYSTEM

F 01000005430

CORPORATION(S) NAME

(1) Tality Corporation (Qualification)

(2) Tality Corporation changing name to:

Tality Transition Corporation (Amendment)

FILED
OCT 17 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5

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

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DIVISION OF CORPORATION

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

10/17/01

File [Signature]

Order#: 4845963

Ref#: _____

Amount: \$ _____

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-10/17/01--01050--022
*****70.00 *****70.00

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

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

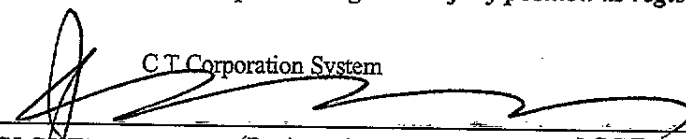
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- 1. TALITY CORPORATION
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. Delaware 3. 77-0573594
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 05/03/2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon Qual
(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. 555 River Oaks Parkway, Building 3, San Jose, CA 95134
(Principal office address)
- same
(Current mailing address)

PROVIDER OF ENGINEERING SERVICES AND INTELLECTUAL PROPERTY
8. _____
(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
(City) (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.

By: 
JACK CASKEY (Registered agent's signature) ASST. V.P.
C T Corporation System

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: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Duane W. Bell

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

14. Duane W. Bell Senior Vice President, Chief Financial Officer

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

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Addendum to Application for
Certificate of Authority

Names and Addresses of Company's Officers and Directors:

Name	Title	Mailing Address
Robert P. Wiederhold	Dir. President & CEO	555 River Oaks Pkwy, Bldg. San Jose, CA 95134
Duane W. Bell	Sr. VP, CFO & Secretary	Same As Above
H. Raymond Bingham	Director	Same As Above
Ronald R. Barris	Director	Same As Above

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PM 5:03

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALITY CORPORATION" 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 FIFTEENTH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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01 OCT 17 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3384020 8300

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AUTHENTICATION: 1391144

DATE: 10-15-01