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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
TOP LAYER NETWORKS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

DIVISION OF CORPORATIONS

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MRS
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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. Top Layer Networks, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

4. January 21, 1997 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1 Cabot Road, Hudson, MA 01749
(Principal office address)

1 Cabot Road, Hudson, MA 01749
(Current mailing address)

8. INTRUSION PREVENTION NETWORK EQUIPMENT
(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 NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 515 E. Park Avenue

Tallahassee, Florida 32301
(City) (Zip code)

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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.

Michele Holden
(Registered agent's signature) Michele Holden
Assistant Secretary

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.

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12. Names and business addresses of officers and/or directors:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

A. DIRECTORS

Chairman: Peter A. Rendall

Address: 1 Cabot Road, Hudson, MA 01742

Vice Chairman: _____

Address: _____

Director: Stephan X. Graham

Address: c/o Crosshill Financial Group, 201 N. Union Street, Suite 300
Alexandria, VA 22314

Director: Edward Forwood

Address: c/o Loudwater Investment Partners, 3 Dean Trench Street
Westminster, London SW1P 3BH GBR

B. OFFICERS

President: Peter A. Rendall

Address: 1 Cabot Road, Hudson, MA 01742

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Paul Bogonis

Address: 1 Cabot Road, Hudson, MA 01742

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

13. _____

Paul Bogonis
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Paul Bogonis, Treasurer/CFO

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

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOP LAYER 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 SIXTEENTH DAY OF MARCH, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TOP LAYER NETWORKS, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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You may verify this certificate online at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8627504

DATE: 03-16-11

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