

F96000003254

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

400001882084
-07702796--01137--008
*****70.00 *****70.00

CORPORATION(S) NAME

IA Corporation I

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. IA CORPORATION I

(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

(State or country under the law of which it is incorporated)

3. 94-3161772

(FEI number, if applicable)

4. July 20, 1992

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 1900 POWELL STREET, SUITE 600, EMERYVILLE, California 94608

(Current mailing address)

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8. Conduct any lawful act or activity for which corporations may be organized in Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Naseem A. Conde

(Registered agent's signature) (Officer)

NASEEM A. CONDE
SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. GERALDINE MCGRATH, ^{Assistant} ~~Secretary~~
(Typed or printed name and capacity of person signing application)

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Name, Title and Business Address of Principal Officers

C. V. Ravi
President & CEO
1900 Powell Street, Suite 600
Emeryville, CA 94608

David M. Winkler
VP/Finance & Administration, Treasurer & Secretary
1900 Powell Street, Suite 600
Emeryville, CA 94608

Geraldine McGrath
Assistant Secretary
1900 Powell Street, Suite 600
Emeryville, CA 94608

Name and Business Address of Directors:

C. V. Ravi
Chairman of the Board
1900 Powell Street, Suite 600
Emeryville, CA 94608

Henry Kressel
E. M. Warburg, Pincus & Co., Inc.
466 Lexington Avenue
New York, NY 10017-3147

John Oltman
476 West Deming Place
Chicago, IL 60614

Peter Stalker III
E. M. Warburg, Pincus & Co., Inc.
466 Lexington Avenue
New York, NY 10017-3147

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IA CORPORATION I" 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 FOURTEENTH DAY OF JUNE, A.D. 1996.

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.

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Edward J. Freel

Edward J. Freel, Secretary of State

2304117 8300

960174005

AUTHENTICATION:

7986667

DATE:

06-14-96