

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jun 04 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P26472 (1)

1. Corporation Name
RATIONAL SOFTWARE CORPORATION



Principal Place of Business 2800 SAN TOMAS EXPRESSWAY SANTA CLARA CA 9501-951 US	Mailing Address 2800 SAN TOMAS EXPRESSWAY SANTA CLARA CA 9501-0951 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 18880 Homestead Rd Suite, Apt #, etc 22 City & State 23 Cupertino, CA Zip 24 95014	2a. Mailing Address 26 18880 Homestead Rd Suite, Apt #, etc. 27 City & State 28 Cupertino, CA Zip 29 95014	3. Date Incorporated or Qualified 10/17/1989	4. FEI Number 54-1217099	Applied For Not Applicable
		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324	10. Name and Address of New Registered Agent B1 Name B2 Street Address (P.O. Box Number is Not Acceptable) B3 B4 City FL B5 Zip Code
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE VP	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BRENNAN, TIMOTHY A		1.2 NAME	
STREET ADDRESS 1441 THUNDERBIRD AVE		1.3 STREET ADDRESS	
CITY-ST-ZIP SUNNYVALE CA		1.4 CITY-ST-ZIP	See attached
TITLE P	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME DEVLIN, MICHAEL T.		2.2 NAME	
STREET ADDRESS 27800 BLACK OAK RIDGE		2.3 STREET ADDRESS	
CITY-ST-ZIP FOREST HILLS CA		2.4 CITY-ST-ZIP	
TITLE C	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME LEVY, PAUL D.		3.2 NAME	
STREET ADDRESS 1250 JONES ST #1802		3.3 STREET ADDRESS	
CITY-ST-ZIP SAN FRANCISCO CA		3.4 CITY-ST-ZIP	
TITLE SVP	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BOND, ROBERT Y.		4.2 NAME	
STREET ADDRESS 227 MAPACHE		4.3 STREET ADDRESS	
CITY-ST-ZIP PORTOLA VALLEY CA		4.4 CITY-ST-ZIP	
TITLE D	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME CAMPBELL, JAMES S.		5.2 NAME	
STREET ADDRESS 1349 VIA CORONEL		5.3 STREET ADDRESS	
CITY-ST-ZIP PALOS VERDES ESTATES CA		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (10/97)

RATIONAL SOFTWARE CORPORATION
EXECUTIVE OFFICERS
May 4, 1998

“Executive Officers” for purposes of Section 16, Securities and Exchange Act of 1934:

Paul D. Levy	Chairman and Chief Executive Officer
Michael T. Devlin	President
Timothy A. Brennan	Senior Vice President, Chief Financial Officer, and Secretary
David H. Bernstein	Senior Vice President and General Manager, Products
Robert H. Dickerson	Senior Vice President and General Manager, Products
John R. Lovitt	Senior Vice President, Worldwide Field Operations
Joseph N. Marasco	Senior Vice President, Operations
Kevin J. Haar	Vice President, North American Field Operations

Not “Executive Officers” for purposes of Section 16, Securities and Exchange Act of 1934:

Thomas F. Bogan	Vice President and General Manager, Automated Testing Business Unit
Denis P. LeBlanc	Vice President and General Manager, Configuration and Change Management Business Unit
John E. Lambert	Vice President and General Manager, Programming Tools Business Unit
Dean A. Leffingwell	Vice President and General Manager, Rational University
Gregory L. Meyers	Vice President and General Manager, Rose Business Unit
Roger W. Oberg	Vice President and General Manager, Requirements Management Business Unit
Eric L. Schurr	Vice President and General Manager, Windows Suites Business Unit
Elizabeth H. Friday	Vice President, Customer Support
Kevin B. Kernan	Vice President, Field Marketing
Richard P. Reitman	Vice President, Chief Technical Officer
Pamela S. Roussos	Vice President, Product Marketing
Gerard J. Rudisin	Vice President, Corporate Marketing
James P. Cluchey	Vice President, International Field Operations
Ivar Jacobson	Vice President, Business Engineering
Richard H. Lanchantin	Vice President, NAFO Telesales
Reinhard Nielsen	Vice President, European Field Operations
Walker Royce	Vice President, Project Implementation Field Organization
William T. Dedrick	Regional Vice President, Northeast Region
Russell L. Edwards	Regional Vice President, Southern Region
Kirk G. Fuller	Regional Vice President, Central Region
Burton M. Goldfield	Regional Vice President, Western Region
J. Burr Gibbons	Vice President, Human Resources
Lawrence W. Schork	Vice President, Information Technologies and Chief Information Officer
Brian J. Moore	Vice President, Treasury and Tax, and Treasurer
David Henshall	Assistant Treasurer
Debra K. Randall	Assistant Secretary