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This form should be completed in black.

**Return delivered for registration of a branch of  
an overseas company**

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

(See note 5)

Corporate name  
(name in parent state)

Business name  
(if different to corporate name)

Country of incorporation

Identity of register  
(if applicable)

Legal form  
(See note 3)

For office use only	CN	FC 20898	BN	BR 4351
<u>Alteon Networks International, Inc.</u>				
<u>U.S.A.</u>				
<u>STATE OF DELAWARE</u>				
and registration no. <u>885 6704</u>				
<u>Limited Liability Corporation</u>				

† See note 2.

**PART A – COMPANY DETAILS†**

\* State whether the company is  
a credit or financial institution.

\* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member  
states

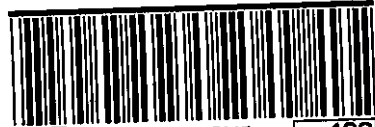
Governing law  
(See note 4)

State Of Delaware

Accounting  
requirements

Period for which the company is required to prepare accounts by parent  
law from July 1st N/A to June 30th

Period allowed for the preparation and public disclosure of accounts for the  
above period Three (3) months.



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COMPANIES HOUSE 23/02/98

COMPANIES HOUSE 23/01/98

9000

15/12/97 15:51 FAX 0171 936 2800

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

Objects of company

Issued share capital

6351 San Ignacio Avenue
San Jose, CA 95119 U.S.A.
Server Switching/Networking Company
100 Shares @ \$.001/share Currency U.S.Dollars

Company Secretary(ies)

(See note 10)

Name

\* Voluntary details

Address

*Style/Title	
Forenames	Dominic P.
Surname	Orr
*Honours etc.	
Previous forenames	
Previous surname	
Address	12833 Star Ridge Ct.
Post town	Saratoga
County/Region	California
Postcode	95070
Country	U.S.A.

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Company Secretary(ies)

(See note 10)

Name

\* Voluntary details

Address

*Style/Title	
Forenames	
Surname	
*Honours etc.	
Previous forenames	
Previous surname	
Address	
Post town	
County/Region	
Postcode	
Country	

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

(You may photocopy this page if required.)

**Directors**  
(See note 10)

**Name**

\* Voluntary details

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**SCOPE OF AUTHORITY**

Give brief particulars of the extent of the  
powers exercised (e.g. whether they are  
limited to powers expressly conferred by  
the instrument of appointment; or  
whether they are subject to express  
limitations).

Where the powers are exercised jointly  
give the name(s) of the person(s)  
concerned. You may cross refer to the  
details of person(s) disclosed elsewhere  
on the form.

# Mark box(es) as applicable.

(You may photocopy this page as  
required.)

\*Style/Title \_\_\_\_\_

Forenames Dominic P.

Surname Orr

\*Honours etc. \_\_\_\_\_

Previous forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

12833 Star Ridge Ct.

Post town Saratoga

County/Region California

Postcode 95070 Country U.S.A

Date of Birth 013 08 51 Nationality Chinese

Business Occupation President

Other Directorships N/A

The extent of the authority to represent the company is:- (give details)

Authority to supervise, direct and control  
business and officers of the corporation as  
provided in the Bylaws of incorporation.

These powers:-

# ☒ May be exercised alone  
OR

# ☐ Must be exercised with:-  
(Give name(s) of co-authorised person(s))

**Directors**  
(See note 10)

**Name**

**\* Voluntary details**

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**SCOPE OF AUTHORITY**

Give brief particulars of the extent of the  
powers exercised (e.g. whether they are  
limited to powers expressly conferred by  
the instrument of appointment; or  
whether they are subject to express  
limitations).

Where the powers are exercised jointly  
give the name(s) of the person(s)  
concerned. You may cross refer to the  
details of person(s) disclosed elsewhere  
on the form.

# Mark box(es) as applicable.

(You may photocopy this page as  
required.)

\*Style/Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

\*Honours etc. \_\_\_\_\_

Previous forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

Post town \_\_\_\_\_

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_

Country \_\_\_\_\_

Date of Birth

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Nationality \_\_\_\_\_

Business Occupation \_\_\_\_\_

Other Directorships \_\_\_\_\_

The extent of the authority to represent the company is:- (give details)

These powers:-

# ☐ May be exercised alone  
OR

# ☐ Must be exercised with:-

(Give name(s) of co-authorised person(s))

**Constitution of company**  
(See notes 6 to 9)

# Mark box(es)  
as applicable.

(See note 9)

# ☒ A certified copy of the instrument constituting or defining the constitution of the company

AND

☐ \*A certified translation

\*is/are delivered for registration

\* Delete as applicable.

\*AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

# ☒ A copy of the latest accounts of the company

AND

☐ \*A certified translation

\*is/are delivered for registration

\*AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

# ☐ The constitutional documents (\*and certified translations)

\*AND/OR

☐ The latest accounts (\*and certified translations)

of the company were previously delivered on the registration of the branch of the company at:-

Cardiff ☐

Edinburgh ☐

Belfast ☐

Registration no.

\*AND/OR

The company may also rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

\*AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

NOTE:- In all cases, the registration number of the branch or place of business relied upon must be given.

☐ The constitutional documents (\*and certified translations)

\*AND/OR

☐ Particulars of the current directors and secretary(s)

were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

## PART B – BRANCH DETAILS

**Persons authorised to represent the company or accept service of process.**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain who are authorised to accept service of process on the company's behalf.

\* Delete as appropriate.

### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company.)

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations).

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate.

\*Style/Title Director  
Forenames Dominic P.  
Surname Orr  
Address 12833 Star Ridge Court

Post town Saratoga  
County/Region CA Postcode 95070

Is # ☒ Authorised to accept service of process on the company's behalf  
\*AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is:- (give details)

Mr. Orr is the only Director of Alteon  
Networks International Inc.. He is the  
only person who may act on behalf of the  
UK Branch Office for whatever matter it  
may concern about the Branch's business.

These powers:-

# ☒ May be exercised alone  
OR

# ☐ Must be exercised with:-

(Give name(s) of co-authorised person(s))

**Persons authorised to represent the company or accept service of process.**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain who are authorised to accept service of process on the company's behalf.

\* Delete as appropriate.

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company.)

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations).

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate.

(You may photocopy this page as required.)

\*Style/Title Representative

Forenames Stephen

Surname Fuller

Address c/o Harris and Cartwright, Solicitors  
18 Church Street

Post town Slough

County/Region Berkshire

Postcode SL1 1PT

Is # ☒ Authorised to accept service of process on the company's behalf

\*AND/OR

Is # ☐ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is:- (give details)

Mr. Fuller may accept any documents or

Notices may be served on the UK Branch Office.

Beyond that expressed power above, Mr. Fuller

will require authorization from Mr. Dominic P.

Orr before he may act on other issues.

These powers:-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with:-

(Give name(s) of co-authorised person(s))

**Address of branch**

(See note 11)

Address c/o Williams Allan (Chartered Accountants)  
61 Thames Street  
Post town Windsor  
County/ Region Berkshire Postcode SL4 1QW

**Branch Details**

(See note 12)

Date branch opened 01/10/97  
Business carried on at branch Public relations, pre & post  
sales support, marketing research.

**SIGNATURE**

Signed [Signature] P. O. W.  
(Director/Secretary/Permanent representative)

Date 13-1-98

This form contains — continuation sheets.

To whom should Companies House  
direct any enquiries about the information  
on this form?

Name CLARE JENKINS  
Address TAYLOR JOYNSON GARRETT  
CARMELITE, 50 VICTORIA EMBANKMENT,  
BLACKFRIARS, LONDON Postcode EC4Y 0DX  
Telephone 0171-353 1234 Extension

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at:—  
for branches established in England and Wales for branches established in Scotland

Companies House  
Crown Way  
Cardiff  
CF4 3UZ

Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ



**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC020898

Branch No. BR004351

The Registrar of Companies for England and Wales hereby certifies that  
ALTEON NETWORKS INTERNATIONAL, INC.

has this day been registered under Schedule 21A to the Companies  
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 25th February 1998

A handwritten signature in black ink, appearing to read 'M. Turner'.

For The Registrar Of Companies



C O M P A N I E S H O U S E

State of Delaware  
Office of the Secretary of State PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALTEON NETWORKS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2758555 8100

981009253

AUTHENTICATION: 8856704

DATE: 01-08-98

**CERTIFICATE OF INCORPORATION**  
**OF**  
**ALTEON NETWORKS INTERNATIONAL, INC.**

THE UNDERSIGNED, a natural person (the "Sole Incorporator"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

**I.**

The name of this corporation is Alteon Networks International, Inc.

**II.**

The address of the registered office of the corporation in the State of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, County of New Castle, Delaware 19805, and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

**IV.**

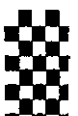
This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is One Hundred (100), each having a par value of one-tenth of one cent (\$.001) per share.

**V.**

The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

**VI.**

**A.** A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for



liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## VII.

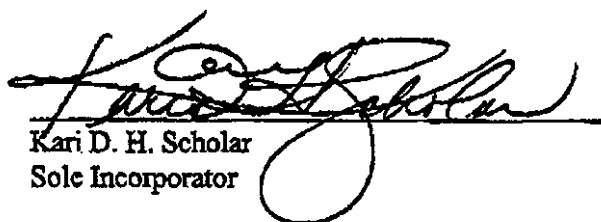
The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

## VIII.

The name and the mailing address of the Sole Incorporator is as follows:

Kari D. H. Scholar  
Cooley Godward LLP  
3000 Sand Hill Road, Suite 230  
Menlo Park, California 94025

IN WITNESS WHEREOF, this Certificate has been subscribed this 3rd day of June, 1997, by the undersigned who affirms that the statements made herein are true and correct.

  
Kari D. H. Scholar  
Sole Incorporator