State of California
Bill Jones
Secretary of State

LIMITED LIABILITY COMPANY
APPLICATION FOR REGISTRATION

A $70.00 filing fee must accompany this form.
IMPORTANT – Read Instructions before completing this form.

1. Name under which the foreign limited liability company proposes to register and transact business in California:
(End the name with the words "Limited Liability Company," "LLC" or the abbreviations "Lt. Liability Co." or "L.L.C.")
SHERPAO, L.L.C.

2. Name of the foreign limited liability company, if different from that entered above:

3. This foreign limited liability company was formed on December 17, 1999 in Delaware
and is authorized to exercise its powers and privileges in that state.

4. Name of the agent for service of process in this state, and check the appropriate provision below:

   CT Corporation System, which is
   [ ] an individual residing in California. Proceed to Item 5.
   [X] a corporation which has filed a certificate pursuant to Section 1573 of the California Corporations Code. Proceed to Item 6.

5. If an individual, California address of the agent for service of process:
Address:
City: State: CA Zip Code:

6. In the event the above agent for service of process resigns and is not replaced, or if the agent cannot be found or served with the exercise of reasonable diligence, the Secretary of State of the State of California is hereby appointed as the agent for service of process of this foreign limited liability company.

7. Address of the principal executive office:

   540 Cowper, Suite 101, Palo Alto, CA 94301

8. Address of the principal office in California, if any:

   540 Cowper, Suite 101, Palo Alto
   [ ] CA 94301

9. Type of business of the limited liability company: (For information purposes only)

10. DECLARATION: It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

    Signature of Authorized Person
    9/5/2000

Type or Print Name and Title of Authorized Person

11. RETURN TO:
NAME
FIRM
ADDRESS
CITY/STATE
ZIP CODE

SECRETARY (REV. 12/98)
FORM LLC-6 – FILING FEE $70.00
Approved by Secretary of State

CASO - 1/6/2000 CT System Online

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

Edward J. Freel, Secretary of State
AUTHENTICATION: 0662444
DATE: 09-07-00