

EACH
REPORTING
PERSON

7 SOLE DISPOSITIVE POWER

0 shares

WITH

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON *

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSSIP NO. 705324101

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Summit Partners III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

5 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

0 shares

EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER 0 shares

WITH 8 SHARED DISPOSITIVE POWER 0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON * PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Summit Investors II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership

5 SOLE VOTING POWER NUMBER OF 0 shares

6 SHARED VOTING POWER SHARES BENEFICIALLY OWNED BY 0 shares

EACH
REPORTING
PERSON

7 SOLE DISPOSITIVE POWER

0 shares

WITH

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON *

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Stamps, Woodsum & Co. III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts general partnership

5 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

0 shares

EACH

7 SOLE DISPOSITIVE POWER

REPORTING
PERSON

0 shares

WITH

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON *

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSSIP NO. 705324101

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

E. Roe Stamps, IV

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 2,000 shares

SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER

0 shares

EACH REPORTING 7 SOLE DISPOSITIVE POWER

PERSON

2,000 shares

WITH

8

SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 5%

12 TYPE OF REPORTING PERSON *

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Stephen G. Woodsum

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

0 shares

EACH
REPORTING
PERSON

7 SOLE DISPOSITIVE POWER

0 shares

WITH 8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON *

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gregory M. Avis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 0 shares

SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

0 shares

EACH
REPORTING
PERSON

7 SOLE DISPOSITIVE POWER

0 shares

WITH

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON *

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John A. Genest

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

0 shares

EACH
REPORTING
PERSON

7 SOLE DISPOSITIVE POWER

0 shares

WITH

8 SHARED DISPOSITIVE POWER

0 shares

0 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON *

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Martin J. Mannion

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0 shares

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 SHARED DISPOSITIVE POWER
WITH 0 shares

0 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON *

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ernest K. Jacquet

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0 shares

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 SHARED DISPOSITIVE POWER
WITH 0 shares

0 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON *

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bruce R. Evans

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 2,000 shares

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 0 shares

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 2,000 shares

8 SHARED DISPOSITIVE POWER

WITH 0 shares

2,000 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 5%

12 TYPE OF REPORTING PERSON *

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Thomas S. Roberts

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 0 shares

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 0 shares

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 0 shares

8 SHARED DISPOSITIVE POWER

WITH 0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON *

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Walter G. Kortschak

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 0 shares

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 0 shares

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 0 shares

8 SHARED DISPOSITIVE POWER

WITH 0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON *

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Schedule 13G

Item 1(a). Name of Issuer: Pediatrix Medical Group, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices: 1455 Northpark Drive, Ft. Lauderdale, FL 33326

Item 2(a). Names of Persons Filing: Summit Ventures III, L.P., Summit Partners III, L.P., Summit Investors II, L.P., Stamps, Woodsum & Co. III and Messrs. E. Roe Stamps, IV, Stephen G. Woodsum, Gregory M. Avis, John A. Genest, Martin J. Mannion, Ernest K. Jacquet, Bruce R. Evans, Thomas S. Roberts and Walter G. Kortschak.

Summit Partners III, L.P. is the sole general partner of Summit Ventures III, L.P. Stamps, Woodsum & Co. III is the sole general partner of Summit Partners III, L.P. Messrs. Stamps, Woodsum, Avis, Genest, Mannion, Jacquet, Evans, Roberts and Kortschak are individual general partners of Stamps, Woodsum & Co. III and Summit Investors II, L.P.

Item 2(b). Address of Principal Business Office or, if None, Residence: The address of the principal business office of Summit Ventures III, L.P., Summit Partners III, L.P., Summit Investors II, L.P., Stamps, Woodsum & Co. III and Messrs. Stamps, Woodsum, Mannion, Genest, Jacquet, Evans and Roberts is Summit Partners, 600 Atlantic Avenue, Boston, Massachusetts 02210. The address of the principal business office of Messrs. Avis and Kortschak is Summit Partners, 499 Hamilton Avenue, Palo Alto, California 94301.

Item 2(c). Citizenship: Each of Summit Ventures III, L.P., Summit Partners III, L.P. and Summit Investors II, L.P. is a limited partnership organized under the laws of the State of Delaware. Stamps, Woodsum & Co. III is a general partnership organized under the laws of the Commonwealth of Massachusetts. Each of Messrs. Stamps, Woodsum, Avis, Mannion, Genest, Jacquet, Evans, Roberts and Kortschak is a United States citizen.

Item 2(d). Title of Class of Securities: Common Stock, \$.01 par value per share.

Item 2(e). CUSIP Number:705324101

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

(a) [] Broker or Dealer registered under Section 15 of the Securities Exchange Act of 1934 (the "Act").

(b) [] Bank as defined in Section 3(a)(6) of the Act.

(c) [] Insurance Company as defined in Section 3(a)(19) of

the Act.

- (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940.
- (e) [] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F) of the Act.
- (g) [] Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G) of the Act.
- (h) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(H) of the Act.

Not Applicable.

Item 4. Ownership.

Not Applicable

Item 5. Ownership of Five Percent or Less of a Class.

- [X] Each of the reporting persons owns beneficially and of record no shares of Pediatrix Medical Group, Inc. as of December 31, 1996, with the exception of Messrs. Stamps, and Evans, who each hold 2,000 shares of Common Stock of Pediatrix Medical Group, Inc.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable. The reporting persons expressly disclaim membership in a "group" as defined in Rule 13d-1(b)(ii)(H).

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b).

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Dated: February 14, 1997

SUMMIT VENTURES III, L.P.

*

E. Roe Stamps, IV

By: Summit Partners III, L.P.

By: Stamps, Woodsum & Co. III

*

Stephen G. Woodsum

By: _____
*
E. Roe Stamps, IV
General Partner

*
Gregory M. Avis

SUMMIT INVESTORS II, L.P.

*
Martin J. Mannion

By: /s/ John A. Genest

General Partner

/s/ John A. Genest

John A. Genest

SUMMIT PARTNERS III, L.P.

By: Stamps, Woodsum & Co. III

*
Ernest K. Jacquet

By: _____
*
E. Roe Stamps, IV
General Partner

*
Bruce R. Evans

STAMPS, WOODSUM & CO. III

*
Walter G. Kortschak

By: _____
*
E. Roe Stamps, IV
General Partner

*
Thomas S. Roberts

*By: /s/ John A. Genest

John A. Genest,
Attorney-in-Fact

* Pursuant to Powers of Attorney on file with the Commission, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of Attorney are attached hereto as Exhibit 2.

Exhibit 1

AGREEMENT

Pursuant to Rule 13d-1(f)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Pediatrix Medical Group, Inc.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED this 14th day of February, 1997.

SUMMIT VENTURES III, L.P.

*
E. Roe Stamps, IV

By: Summit Partners III, L.P.

By: Stamps, Woodsum & Co. III

*

Stephen G. Woodsum

By: *

E. Roe Stamps, IV
General Partner

*

Gregory M. Avis

SUMMIT INVESTORS II, L.P.

*

Martin J. Mannion

By: /s/ John A. Genest

/s/ John A. Genest

General Partner

John A. Genest

SUMMIT PARTNERS III, L.P.

*

Ernest K. Jacquet

By: Stamps, Woodsum & Co. III

*

By: *

E. Roe Stamps, IV
General Partner

Bruce R. Evans

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STAMPS, WOODSUM & CO. III

*

Walter G. Kortschak

By: *

E. Roe Stamps, IV
General Partner

*

Thomas S. Roberts

*By: /s/ John A. Genest

John A. Genest,
Attorney-in-Fact

* Pursuant to Powers of Attorney on file with the Commission, which Powers of Attorney are incorporated herein by reference. Copies of such Powers of Attorney are attached hereto as Exhibit 2.

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Exhibit 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each and any of E. Roe Stamps, IV, Stephen G. Woodsum and John A. Genest his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 3rd day of February, 1997.

/s/ Gregory M. Avis

Gregory M. Avis

State of California)
) ss:
County of Santa Clara)

On this 3rd day of February, 1997, before me personally came Gregory M. Avis, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Katherine C. Ely

Notary Public

May 28, 2000

My Comission expires:

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 10th day of February, 1997.

/s/ Ernest K. Jacquet

Ernest K. Jacquet

Commonwealth of Massachusetts)
) ss:
County of Suffolk)

On this 10th day of February, 1997, before me personally came Ernest K. Jacquet, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Cynthia R. Freedman

Notary Public

October 20, 2000

My Comission expires:

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 10th

day of February, 1997.

/s/ Thomas S. Roberts

Thomas S. Roberts

Commonwealth of Massachusetts)
) ss:
County of Suffolk)

On this 10th day of February, 1997, before me personally came Thomas S. Roberts, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Cynthia R. Freedman

Notary Public

/s/ Cynthia R. Freedman

My Comission expires:

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 10th day of February, 1997.

/s/ Bruce R. Evans

Bruce R. Evans

Commonwealth of Massachusetts)
) ss:
County of Suffolk)

On this 10th day of February, 1997, before me personally came Bruce R. Evans, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Cynthia R. Freedman

Notary Public

October 20, 2000

My Comission expires:

Page 30 of 31

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 3rd day of February, 1997.

/s/ Walter G. Kortschak

Walter G. Kortschak

State of California)
) ss:
County of Santa Clara)

On this 3rd day of February, 1997, before me personally came Walter G. Kortschak, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Katherine C. Ely

Notary Public

May 28, 2000

My Commission expires: