



Department of State.

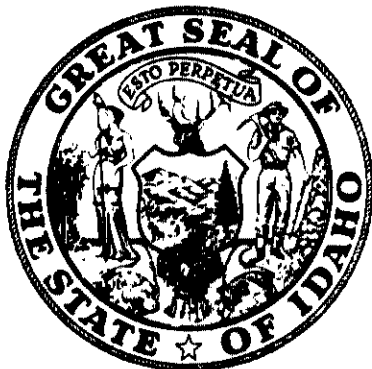
**CERTIFICATE OF AUTHORITY
OF
COMSHARE, INCORPORATED**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COMSHARE, INCORPORATED for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to COMSHARE, INCORPORATED to transact business in this State under the name COMSHARE, INCORPORATED and attach hereto a duplicate original of the Application for such Certificate.

Dated

November 16, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is COMSHARE, INCORPORATED

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Michigan

4. The date of its incorporation is February 15, 1966 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 3001 S. State St., Ann Arbor, Michigan 48108

6. The address to which correspondence should be addressed, if different from that in item 5. P.O. Box 1588, Ann Arbor, Michigan 48106

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Computer services.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>PLEASE SEE ATTACHED LIST</u>		

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WASHINGTON TO BE FILED IN THE OFFICE OF THE SECRETARY OF STATE
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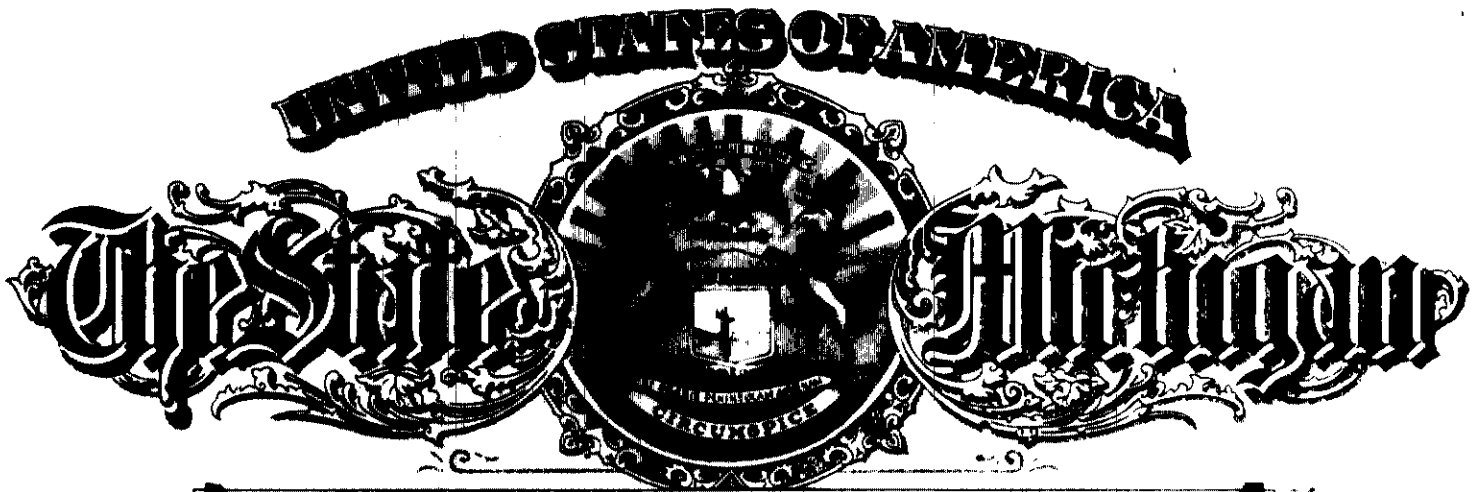
**COMSHARE, INCORPORATED
OFFICERS & DIRECTORS**

<u>TITLE</u>	<u>NAME</u>	<u>NUMBER & STREET</u>	<u>CITY & STATE</u>	<u>EXPIRATION OF TERM</u>
President and Chief Executive Officer*	Richard L. Crandall 130-32-6648	2129 Devonshire	Ann Arbor, MI 48104	N/A
Senior Vice President, Chief Financial Officer, Secretary and Treasurer*	T. Wallace Wraithall 551-48-4389	3475 Woodland Road	Ann Arbor, MI 48104	N/A
VP Sales, Telecommunications	William Bartley III 177-34-3188	8 Stop River Road	Norfolk, MA 02056	N/A
VP Product Marketing	Craig S. Barrow 283-46-2110	4972 Damascus Dr.	Toledo, OH 43615	N/A
VP Product Development	Mary Danforth 365-44-4197	2330 St. Francis Dr.	Ann Arbor, MI 48104	N/A
Vice President, Assistant Secretary & Corporate Counsel	Robert A. Feldman 545-56-3200	2360 Adare Road	Ann Arbor, MI 48104	N/A
VP Product Management	Deanis Gansler 179-42-0511	1040 Lakertidge Dr.	Brighton, MI 48116	N/A
Vice President SAA Development	Peter D. Gray 366-52-3414	2690 Laurettide	Ann Arbor, MI 48104	N/A
VP Marketing Services	Linda J. LaBarre 365-48-7000	2571 Roseland	Ann Arbor, MI 48103	N/A
VP Marketing	R.N. Neuman, Jr. 166-32-0774	755 South Freer Road	Chelsea, MI 48118	N/A
VP Sales, Eastern	C.J. Palmer 033-32-7389	79 Boyles Street	Beverly, MA 01915	N/A

Comshare, Incorporated
 Officers & Directors
 Page Two

<u>TITLE</u>	<u>NAME</u>	<u>NUMBER & STREET</u>	<u>CITY & STATE</u>	<u>EXPIRATION OF TERM</u>
VP Sales, Central	Donald Shlter 372-44-1970	5735 Dezeret Trail	Dallas, TX 75252	N/A
VP Sales, Western	Stanley Startey 273-46-4926	85 South Freer Road	Chester, MI 48118	N/A
Senior VP Sales	Donald J. Walker 015-30-0632	5951 Fox Hollow Ct.	Ann Arbor, MI 48105	N/A
Vice President and Corporate Controller	James G. Wylie 018-32-2571	407 Tamarack Dr.	Saline, MI 48176	N/A
Director	Claude H. Allard	9A N. Sherborne St.	Toronto, Ont. Canada M4W 2S9	12/90
Director	Daniel T. Carroll	5288 Goddess Rd.	Ann Arbor, MI 48105	12/90
Director	Stanley R. Day	340 Lakeland Ave.	Grosse Pointe, MI 48230	12/90
Director	W. John Driscoll	357 Salem Church Rd.	St. Paul, MN 55118	12/90
Director	Alan G. Merten	424 N. W. 23rd St.	Gainesville, FL 32607	12/90
Director	John F. Rockart	150 Cherry Brook Rd.	Westia, MA 02193	12/90
Director	David C.H. Stanley	453 Russell Hill Rd.	Toronto, Ont. Canada M5P 2S6	12/90
Director	Brian Sullivan	4098 Nearbrook	Bloomfield Hills, MI 48013	12/90

• Also Directors



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

COMSHARE, INCORPORATED, A PROFIT CORPORATION

was validly incorporated on FEBRUARY 15TH, 1966
corporation, and said corporation is validly in existence under the laws of this State.

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, as a Michigan

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 8TH *day*
of NOVEMBER , 19 90

Larry L. Meyer Director