



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ^{LOUIS H. GALT} ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

CONTROL DATA CORPORATION,

a corporation duly organized and existing under the laws of Delaware has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the Fourth day of November 1966, a properly authenticated copy of its articles of incorporation, and on the Fourth day of November 1966, a designation of T.H. Eberle or H.C. Boden in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 4th day of November, A.D. 1966.

Secretary of State.

State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 7, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "CONTROL DATA CORPORATION", as received and filed in this office the twenty-third day of May, A.D. 1966, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing page numbered 1, is a true and correct copy of Certificate of Change of Agent and Location of Principal Office of the "CONTROL DATA CORPORATION", as received and filed in this office the twenty-sixth day of October, A.D. 1966, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand

and official seal at Dover this twenty-sixth day of October in the year of our Lord one thousand nine hundred and sixty-six.

Elisha C. Dukes

Secretary of State

H. F. Lawrence

Asst. Secretary of State

CERTIFICATE OF INCORPORATION
OF
CONTROL DATA CORPORATION

ARTICLE I.

The name of this Corporation is Control Data Corporation.

ARTICLE II.

The purposes of this Corporation are to engage in and conduct the business of research in the field of electronics with particular emphasis on data control and data processing; to carry on investigations and experiments of all kinds; to originate, develop, improve, record and preserve any discoveries, inventions, processes, formulae and improvements particularly in the field of data control and data processing; to manufacture, purchase or otherwise acquire, own, hold, operate, install, repair, maintain, sell as agent, factor, broker, at wholesale or retail or otherwise, lease, license the use of, distribute or otherwise dispose of and generally to deal in and with property of every kind and description, including without limitation of the generality of the foregoing, electronic, electrical and mechanical devices, apparatus, appliances and machines and parts thereof especially for the creation, reproduction, amplification, reception, transmission, and retention of sound, signals, communications, and also for all other processes, matters and things; to lease, buy, sell, use, mortgage, improve, and otherwise handle, deal in, and dispose of all property, real and personal, as may be necessary or convenient in connection with the business of the Corporation.

ARTICLE III.

The Corporation shall possess all the powers necessary to conduct the business or businesses and carry out the objects herein expressed, and all those expressly conferred upon corporations by and enumerated in the Delaware Statutes, together with all other powers bestowed upon such corporations under any of the laws of the State of Delaware as well as those necessarily implied, and together with the following additional powers:

(A) To acquire, hold, mortgage, pledge, or dispose of the shares, bonds, securities, and other evidences of indebtedness of any domestic or foreign corporation.

(B) To acquire and carry on all or any part of the business, goodwill, or property of any company engaged in a business similar to that authorized to be conducted by this Corporation, or with which this Corporation is authorized under the laws of this state to consolidate, or whose stock the Corporation under the laws of this state and the provisions of these articles is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possessing property, suitable for any of the purposes of this Corporation, or for carrying on any business which this Corporation is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stocks or obligations of this Corporation.

(C) To aid, in any manner, any corporation or association, domestic or foreign, or any firm or individual, in which any shares of

stock or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, patents, trademarks, licenses or obligations of which are held by or for this Corporation, directly or indirectly, or in which or in the welfare of which this Corporation shall have any interest, and to aid or participate in the reorganization, consolidation or merger of any corporation in which or in the welfare of which this Corporation shall have an interest.

ARTICLE IV.

The period of duration of this Corporation shall be perpetual.

ARTICLE V.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE VI.

The principal office and place of business of this Corporation in Delaware is to be located at 500 Continental American Building,
11th & Kings Sts.,
Wilmington, County of New Castle, and the name of its resident agent, at such address, is Delaware Corporation Agency, Inc., c/o William D. Bailey, Jr.

ARTICLE VII.

The total authorized capital stock of this Corporation is 1,000 shares of Common Stock of the par value of \$1.00 per share. The amount of capital it will begin business with is \$1,000.

The holders of Common Stock shall be entitled to such cash or stock dividends as may be declared thereon from time to time by

the board of directors out of any funds legally available therefor, and shall be entitled to receive ratably all remaining assets of the Corporation upon its dissolution. The holders of Common Stock shall exclusively possess all voting power for the election of directors and for all other purposes and every holder of Common Stock shall be entitled at every meeting of the holders of Common Stock to one vote for each share of Common Stock standing in his name on the books of the Corporation, subject to the right of the board of directors to fix a record date for the determination of shareholders entitled to notice of and to vote at any meeting.

No holder of shares of Common Stock shall be entitled as such preemptively or as a matter of right to subscribe for or purchase any part of any issue of stock or any securities convertible into stock of any class whatsoever, whether now or hereafter authorized and whether issued for cash, property, services or by way of dividends or otherwise. No holder of shares of Common Stock shall have any right of cumulative voting. The board of directors shall have authority to accept and reject subscriptions for and to allot shares.

The board of directors, without action by the stockholders, may from time to time, offer for subscription, or otherwise issue or sell, or grant rights, warrants or options for the subscription to or purchase of any of the authorized stock of the Corporation not then issued or which may have been issued and reacquired as treasury stock by the Corporation, and any or all of any increased

stock of any class that may hereafter be authorized, for such consideration as the directors may determine. The board of directors may specify in amount or value the proportions of the consideration over and above the par value of any stock, on its issue or sale, which shall be capital, and which shall be surplus.

Bonds, debentures, certificates of indebtedness, bonds convertible into stock, debentures convertible into stock, or other securities may be issued, sold or disposed of pursuant to resolution of the board of directors, without action by the stockholders, for such consideration and upon such terms and conditions as may be deemed advisable by the board of directors in the exercise of its discretion.

ARTICLE VIII.

The name and place of residence of each of the incorporators of this Corporation is:

Richard G. Lareau	1050 Mary Lane Saint Paul, Minnesota
Steven J. Olson	2441 Youngman Avenue Saint Paul, Minnesota
Leon R. Goodrich	1735 Rome Avenue Saint Paul, Minnesota

ARTICLE IX.

The board of directors may from time to time, by vote of a majority of its members, make, alter, amend or rescind all or any of the bylaws of this Corporation as permitted by law, subject to the power of the shareholders to change or repeal such bylaws.

ARTICLE X.

The holders of a majority of the outstanding shares of Common Stock shall have power to authorize the board of directors to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of this Corporation including its goodwill, upon such terms and conditions and for such consideration, which may be money, shares, bonds, or other instruments for the payment of money, or other property as the board of directors deems expedient; to amend the articles of incorporation of this Corporation; and adopt or reject an agreement of consolidation or merger.

ARTICLE XI.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Delaware, at such places as may be from time to time designated by the bylaws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

We, the undersigned, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true; and we have accordingly hereunto set our respective

hands and seals.

Dated _____

May 19, 1966.

In the presence of:

Walt H. Mayo

Richard A. Larson (Seal)

Steven J. Olson (Seal)

Leon B. Grobier (Seal)

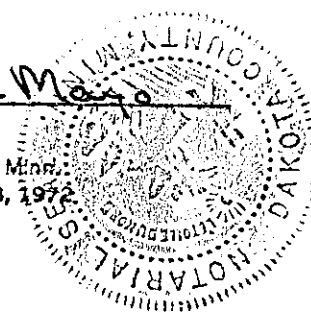
STATE OF MINNESOTA }
COUNTY OF RAMSEY } ss.

Be it remembered that on this 19 day of May, 1966 personally appeared before me, a Notary Public, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year aforesaid.

Walter H. Mayo

WALTER H. MAYO
Notary Public, Dakota County, Minn.
My Commission Expires Aug. 18, 1972



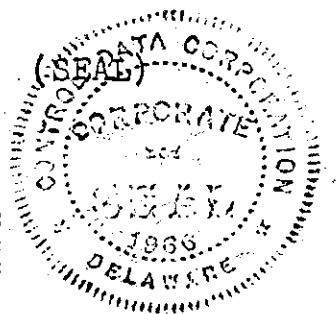
CERTIFICATE OF CHANGE OF AGENT

AND

PRINCIPAL OFFICE

The Board of Directors of CONTROL DATA CORPORATION, a Delaware corporation, by the unanimous written consent of its members, filed with the minutes of the board, duly adopted the following resolution:

RESOLVED, that the principal office of CONTROL DATA CORPORATION, a Delaware corporation, in the state of Delaware be and it hereby is changed from 1100 King Street, in the City of Wilmington, County of New Castle, to No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the authorization of The Delaware Corporation Agency, Inc. as resident agent of this corporation be and the same is hereby withdrawn, and The Corporation Trust Company, a corporation of the State of Delaware, located at No. 100 West Tenth Street, Wilmington, New Castle County, Delaware, shall be and is hereby constituted and appointed the resident agent of this corporation in charge of its principal office.



W. S. Kaper, President

Richard G. Zarean, Secretary