

State of Idaho

Office of the Secretary of State

CERTIFICATE OF REGISTRATION

OF

DELL USA L.P.

File Number L 4806

I Pete T. Cenarrusa, Secretary of State of the State of Idaho, hereby certify that an Application for Registration, duly executed pursuant to the provisions of the Idaho Limited Partnership Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to transact business in this State and attach hereto a duplicate of the Application for Registration.

Dated: February 1, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Melanie Terinty*

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

(Instructions on back of application)

02 JAN 15 PM 2:05

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
02/01/2002 05:00
CK: 21882 CT: 19577 BH: 443713
1 @ 20.00 = 20.00 EXPEDITE C # 2

To the Secretary of State of Idaho:

Pursuant to the Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in Idaho, and for that purpose submits the following statement:

- The name of the limited partnership is Dell USA LP
- The name which it shall use in Idaho is Dell USA LP
- It was organized under the laws of Texas on 12/30/91
- The address of its registered or principal office in the state or country under the laws of which it is organized is Dell USA LP One Dell Way, Round Rock, TX 78682
- The name and street address of its proposed registered agent in Idaho are Corporation Service Company, 1401 Shoreline Drive, Ste 2, Boise, ID 83702
- The address at which a list of the names, addresses and contributions of the limited partners is kept is One Dell Way, Round Rock, TX 78682

(The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.)

7. The name and business address of each general partner are:

Name	Address
<u>Dell Gen P Corp</u>	<u>One Dell Way, Round Rock, TX 78682</u>
_____	_____
_____	_____
_____	_____

Dated 1/14/02
 Signature R. Armstrong
 Typed Name R. Armstrong

9:\corpforms\forms\registration\foreignLP.pmg Revised 1/2001

Secretary of State use only

IDAHO SECRETARY OF STATE
 02/01/2002 05:00
 CK: 1135 CT: 156606 BH: 443705
 1 @ 100.00 = 100.00 REG FOR LP # 2
 1 @ 20.00 = 20.00 CORP SUR # 3

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate Of Limited Partnership for DELL USA L.P. (filing number: 6263810), a Domestic Limited Partnership (LP), was filed in this office on December 23, 1991.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 25, 2002.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State