

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
COMPAQ COMPUTER CORPORATION**

File Number C 138050

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation 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 Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: March 12, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is Compaq Computer Corporation
- The name which it shall use in Idaho is Compaq Computer Corporation
- It is incorporated under the laws of Delaware
- Its date of incorporation is 2/16/1982
- The address of its principal office is 20555 SH 249, MS: 120604
Houston, TX 77070
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is 300 North 6th Street, Boise, ID
83701, and its registered agent in Idaho at that address is CT Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached list of officers and directors</u>		

Dated: 1/25/01Compaq Computer Corporation

(Corporation name)

By

Thomas W. McBrideIts Vice President, Tax

(specify capacity of signer)

Customer Acct # :

(If using pre-paid IDAHO SECRETARY OF STATE

Secretary of State use only

03/12/2001 09:00
CK: 564469 CT: 143431 BH: 3848551 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 28.00 = 28.00 EXPEDITE C # 3

g:\comptons\ACA.pnt6 Revised 7/97

COMPAQ COMPUTER CORPORATION
20555 State Highway 249
Houston, TX 77070

Exhibit A

EXECUTIVE OFFICERS:

<u>Name</u>	<u>Title</u>
Michael D. Capellas	Chairman, President and Chief Executive Officer
Peter Blackmore	Senior Vice President, Sales & Marketing
Michael J. Larson	Senior Vice President & Group General Manager, Consumer Products Group
Robert V. Napier	Senior Vice President & Chief Information Officer
Thomas C. Siekman	Senior Vice President, General Counsel
Ben K. Wells	Vice President & Corporate Treasurer
Michael J. Winkler	Senior Vice President & Group General Manager, Commercial Personal Computing Group
George Devlin	Senior Vice President, Supply Chain Management
Yvonne Jackson	Senior Vice President, Human Resources, Organization and Environment
Jesse J. Greene, Jr.	Senior Vice President, Finance & Administration and Chief Financial Officer
Linda S. Auwers	Vice President, Associate General Counsel & Secretary
Shane V. Robison	Senior Vice President and Chief Technology Officer

DIRECTORS:

Name:

Michael D. Capellas	Compaq Computer Corporation, 20555 SH 249, Houston, TX 77070
Lawrence T. Babbio, Jr.	Bell Atlantic Corporation, 1095 Avenue of the Americas, Room 3912, New York, NY 10036
Dr. Judith L. Craven	3212 Ewing Street, Houston, TX 77004
Robert Ted Enloe, III	Balquita Partners, Ltd., 3120 Maple Avenue, Suite 200, Dallas, TX 75201
Dr. George H. Heilmeier	Telcordia Technologies, Morris Corporate Center, 445 South Street, Morristown, NJ 07960-6438
Peter N. Larson	Brunswick Corporation, 1 N. Field Court, Lake Forest, IL 60045
Kenneth L. Lay	ENRON Corp., 1400 Smith Street, 50 th Floor, Houston, TX 77002
Thomas J. Perkins	Kleiner Perkins Caufeld & Byers, 4 Embarcadero Center, Suite 1880, San Francisco, CA 94111
Kenneth Roman	444 Madison Avenue, 19 th Floor, New York, NY 10022
Lucille S. Salhany	JH Media Limited, 34 Strawberry Hill Street, Dover, MA 02030

*Note: The business address for each of the officers is the address stated at the top of this page.

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPAQ COMPUTER CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



0932025 8300

010099620

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0995317

DATE: 02-28-01