

State of California

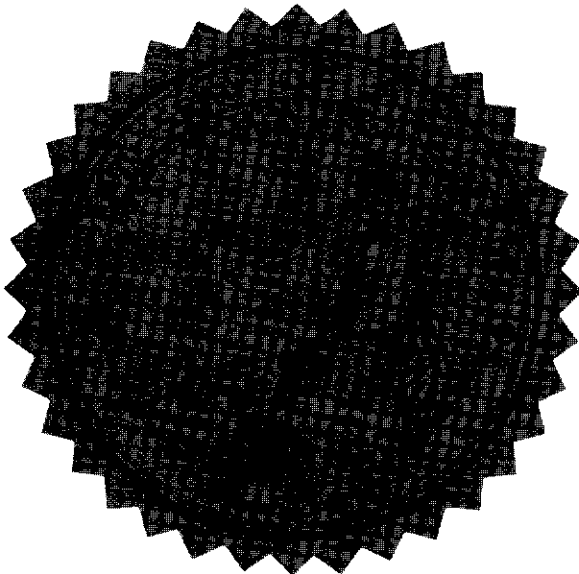
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAR 2



March Fong Eu

Secretary of State

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FILED
In the office of the Secretary of State
of the State of California
MAR 19 1980
MARCH FONG EU, Secretary of State
By B. J. [Signature]
Deputy

HEWLETT-PACKARD COMPANY

CERTIFICATE OF AMENDMENT

OF

AMENDED ARTICLES OF INCORPORATION

The undersigned, John A. Young and S. T. Jack Brigham III, do hereby certify that they are respectively, the duly elected and acting President and Secretary of HEWLETT-PACKARD COMPANY, a California Corporation, and further that:

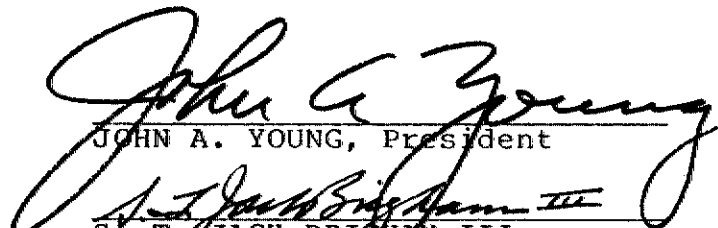

1. Article FOURTH of the Amended Articles of Incorporation of said corporation shall be amended to read as follows:

"FOURTH: The number of directors of this corporation shall be not less than seventeen (17) nor more than twenty (20). The exact number of directors shall be fixed and may be changed from time to time, within the limits specified above, by a by-law or amendment thereof duly adopted by the shareholders or by the Board of Directors."

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2. The amendment has been approved by the Board of Directors of said corporation.

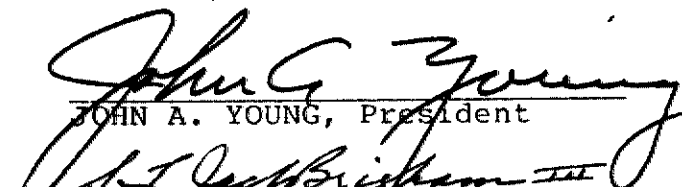

3. The amendment has been approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The corporation has only one class shares. Each outstanding share is entitled to one vote. The total number of shares of said corporation entitled to vote upon or consent to the adoption of said amendment was 59,188,681. The number of shares voting in favor of the amendment exceeded the vote required for approval of said amendment in that more than 50 percent of the outstanding shares of common stock was required for approval of said amendment and the amendment was approved by the affirmative vote of 47,978,219 common shares, or slightly more than 81 percent of the outstanding shares.


JOHN A. YOUNG, President

S. T. JACK BRIGHAM III,
Secretary

(Seal)

The undersigned, JOHN A. YOUNG, President and S. T. JACK BRIGHAM III, Secretary of HEWLETT-PACKARD COMPANY, each declares under penalty of perjury that the matters set forth in the foregoing Certificate of Amendment are true and correct.

Executed at Palo Alto, California, on March 17, 1980.


JOHN A. YOUNG, President

S. T. JACK BRIGHAM III,
Secretary