

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

NEW NOVADYNE COMPUTER SYSTEMS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NEW NOVADYNE COMPUTER SYSTEMS, INC. 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 NEW NOVADYNE COMPUTER SYSTEMS, INC. to transact business in this State under the name NEW NOVADYNE COMPUTER SYSTEMS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: November 29, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

Nov 29 4 13 PM '93

SECRETARY OF STATE

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 New Novadyne Computer Systems, Inc.

2. The name which it shall use in Idaho is New Novadyne Computer Systems, Inc.

(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 DELAWARE

4. The date of its incorporation is OCTOBER 20, 1993 and the period of its duration, if other than perpetual, is PERPETUAL

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Prentice-Hall Corporation System, Inc.
32 Lockerman Square, Suite L-100, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different than item 5, is 1700 East St. Andrew Place, P.O.Box 35060, Santa Ana, CA 92705

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc.,
877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: COMPUTER EQUIPMENT REPAIR AND DISTRIBUTION

(Continued on reverse)

Submit applications and certificate of status

Office of the Secretary of State
Division of Corporations

Secretary of State
19931130 0900 37114
CK #: 12061 CUST# 20522
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert B. Laurence	Pres/CEO/ Director	1700 East St. Andrew Place, P.O. Box 35060 Santa Ana, California 92705
Robert S. Martin	Sec/CFO	1700 East St. Andrew Place, P.O. Box 35060 Santa Ana, California 92705

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 22, 1993

New Novadyne Computer Systems, Inc.

(Corporation name)

By

Its President/Vice President (please specify)

and

Its Secretary/Assistant Secretary (please specify)

STATE OF CALIFORNIA)

) ss:

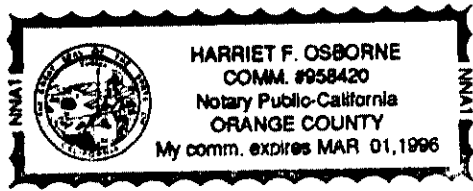
COUNTY OF ORANGE)

I, _____, a notary public, do hereby certify that on this 22 day of November, 19 93, personally appeared before me ROBERT B. LAURENCE, who being by me first duly sworn, declared that (s)he is the President of New Novadyne Computer Systems, Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.

Notary Public

*
*
* State of California)
*)
* County of Orange)
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*
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*
* On November 22, 1993, before me, Harriet F. Osborne, Notary
* Public, personally appeared Robert B. Lawrence + Robert J. Martin
* personally known to me (or proved to me on the basis of
* satisfactory evidence) to be the person(s) whose name(s)
* is/are subscribed to the within instrument and acknowledged
* to me that he/she/they executed the same in his/her/their
* authorized capacity(ies), and that by his/her/their signature(s)
* on the instrument the person(s), or the entity upon behalf of
* which the person(s) acted, executed the instrument.
*
*
* WITNESS my hand and official seal.
*
* Harriet F. Osborne
*
*
* Copyright 1993 National Notary
* Association, Canoga Park, CA
*



State of Delaware
Office of the Secretary of State

Nov 29 4 15 PM '93

SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY NEW NOVADYNE COMPUTER SYSTEMS, INC. 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 DATE SHOWN BELOW.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: #4155859

753323410

DATE: 11/19/1993



NOVADYNE
Systems Performance Management

1700 E. St. Andrew Place
P.O. Box 35060
Santa Ana, CA 92705-6560
(714) 566-2000

NOV 29 4 09 PM '93
SECRETARY OF STATE

November 22, 1993

Office of Secretary of State
State of Idaho

Gentlemen:

Please accept this letter as consent of Novadyne Computer Systems, Inc., a Delaware corporation, qualified to transact business as a foreign corporation in the State of Idaho to the use of the name "New Novadyne Computer Systems, Inc." in the State of Idaho, and in connection with this consent, please accept for filing the attached Application.

Thank you for your attention to this matter.

Sincerely,

Robert B. Laurence
President