

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

NATIONAL INSTRUMENTS CORPORATION
File number C 106636

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

Dated: June 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *Ann Sipe*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation) JUN 13 9 55 AM '94

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 NATIONAL INSTRUMENTS CORPORATION

2. The name which it shall use in Idaho is _____

(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 May 3, 1994 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5.
6504 Bridge Point Parkway, Austin, Texas 78730

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

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

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19940613 0900 87765 2
CK # 20975 CUST# 20461
CORP 10 120.00= 120.00

9. The names and respective addresses of its directors and officers are:

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, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: June 8, 1994

NATIONAL INSTRUMENTS CORPORATION

(Corporation Name)

By Dr. James Truchard its President/Vice President (please specify)

and A. C. Gowen, Jr.

STATE OF Texas William C. Nowlin, Jr. Its Secretary/Assistant Secretary (please specify)

COUNTY OF Travis)

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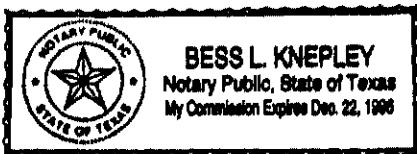
this 8th day of June, 1994, personally appeared before

Dr. James Truchard, President, Data Translation, Inc., 1000 Main Street, P.O. Box 1100, Holliston, MA 01746, USA

is the President _____ of _____

NATIONAL INSTRUMENTS CORPORATION

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



Bess S. Kreyley
Notary Public

NATIONAL INSTRUMENTS CORPORATION
STATE OF IDAHO
APPLICATION FOR CERTIFICATE OF AUTHORITY

| NAME | TITLE | ADDRESS |
|------|-------|---------|
|------|-------|---------|

NAMES AND ADDRESS OF OFFICERS:

| | | |
|--------------------|-------|--|
| JAMES J. TRUCHARD | PRES | 6504 BRIDGE POINT PARKWAY, AUSTIN, TEXAS 78730 |
| JEFFREY L. KODOSKY | VP | 6504 BRIDGE POINT PARKWAY, AUSTIN, TEXAS 78730 |
| DON NADON | VP | 6504 BRIDGE POINT PARKWAY, AUSTIN, TEXAS 78730 |
| DUDLEY BAKER | VP | 6504 BRIDGE POINT PARKWAY, AUSTIN, TEXAS 78730 |
| TIMOTHY R. DEHNE | VP | 6504 BRIDGE POINT PARKWAY, AUSTIN, TEXAS 78730 |
| CARSTEN THOMSEN | VP | 6504 BRIDGE POINT PARKWAY, AUSTIN, TEXAS 78730 |
| WILLIAM C. NOWLIN | SEC | 6504 BRIDGE POINT PARKWAY, AUSTIN, TEXAS 78730 |
| JOEL B. ROLLINS | TREAS | 6504 BRIDGE POINT PARKWAY, AUSTIN, TEXAS 78730 |

NAMES AND ADDRESSES OF DIRECTORS:

| | | |
|--------------------|----------|--|
| JAMES J. TRUCHARD | CHAIRMAN | 6504 BRIDGE POINT PARKWAY, AUSTIN, TEXAS 78730 |
| JEFFREY L. KODOSKY | DIRECTOR | 6504 BRIDGE POINT PARKWAY, AUSTIN, TEXAS 78730 |
| WILLIAM C. NOWLIN | DIRECTOR | 6504 BRIDGE POINT PARKWAY, AUSTIN, TEXAS 78730 |
| GERALD T. OLSON | DIRECTOR | 2905 SAN GABRIEL, SUITE 220, AUSTIN, TEXAS 78705 |
| L. WAYNE ASHBY | DIRECTOR | 10000 BURNET ROAD, AUSTIN, TEXAS 78759 |
| PETER T. FLAWN | DIRECTOR | UNIVERSITY OF TEXAS AT AUSTIN GEOLOGY DEPT. ROOM #526 |
| JIM A. SMITH | DIRECTOR | 23RD AND SAN JACINTO, AUSTIN, TEXAS 78712 |
| DONALD M. CARLTON | DIRECTOR | 602 E. 43RD STREET, AUSTIN, TEXAS 78751 |
| | | 8501 MOPAC BLVD., AUSTIN, TEXAS 78759 |

State of Delaware

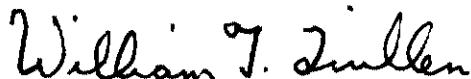
Office of the Secretary of State

Jun 13 5:55 AM '94

SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL INSTRUMENTS 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 EIGHTH DAY OF JUNE, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



William T. Quillen, Secretary of State

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AUTHENTICATION: 7143044

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DATE: 06-08-94