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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

RECEIVED STATE SECRETARY OF STATE CORPORATIONS DIV 2014 FEB 14 PM 1:59

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is KEYSIGHT TECHNOLOGIES, INC.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
4. The date of its incorporation is 12/06/2013 and the period of its duration is Perpetual
5. The address of its principal office is 1400 Fountaingrove Parkway, Santa Rosa, CA 95403
6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A
East Providence, RI 02914 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: SEE ATTACHMENT. Notwithstanding the foregoing, 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 its jurisdiction of incorporation.
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with 2 columns: Name, Address. Row 1: Director SEE ATTACHMENT. Row 2: Director. Row 3: Director. Row 4: Director.

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Form No. 150 Revised: 06/11

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>SEE ATTACHMENT</u>	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>100</u>	<u>Common</u>	_____	<u>\$0.0100</u>
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) \$ 725,000,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) \$ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

11. (a) \$ 1,373,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) \$ 1,300,000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

(c) .094683 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 2/11/14

Jeffrey Li
Signature of Authorized Officer of the Corporation

Jeffrey K. Li, Asst. Secretary
Type or Print Name of Authorized Officer

**ATTACHMENT
KEYSIGHT TECHNOLOGIES, INC.**

PURPOSE:

To provide electronic measurement instruments and systems, software design tools and related services that are used in the design, development, manufacture, installation, deployment and operation of electronics equipment, and microscopy products, along with any other lawful business or activity.

**ATTACHMENT
KEYSIGHT TECHNOLOGIES, INC.**

DIRECTORS AND OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Didier Hirsch	Director	5301 Stevens Creek Blvd., Santa Clara, CA 95051
Marie Oh Huber	Director	5301 Stevens Creek Blvd., Santa Clara, CA 95051
Ronald S. Nersesian	Director	1400 Fountaingrove Parkway, Santa Rosa, CA 95403
Ronald S. Nersesian	President and Chief Executive Officer	1400 Fountaingrove Parkway, Santa Rosa, CA 95403
Neil P. Dougherty	Chief Financial Officer	5301 Stevens Creek Blvd., Santa Clara, CA 95051
Jason Kary	Treasurer	5301 Stevens Creek Blvd., Santa Clara, CA 95051
Stephen D. Williams	Senior Vice President and Secretary	5301 Stevens Creek Blvd., Santa Clara, CA 95051
Jeffrey K. Li	Assistant Secretary	5301 Stevens Creek Blvd., Santa Clara, CA 95051

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KEYSIGHT TECHNOLOGIES, 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 FIFTH DAY OF FEBRUARY, A.D. 2014.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1113171

DATE: 02-05-14