

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

ComputerLand Corporation

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is ComputerLand Corporation

SECOND: The name which it elects to use in Rhode Island is

ComputerLand Corporation

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is September 30, 1987 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Franchising of retail computer stores.

**EIGHTH:** The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached rider.	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

**NINTH:** 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 per Share or Statement that Shares are without Par Value</u>
200,000	Preferred	A	\$0.01
30,000	Preferred	B	\$0.01
4,460,000	Preferred	C	\$0.01
41,140,000	Common	A	\$0.001
18,800,000	Common	B	\$0.001

**TENTH:** The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
200,000	Preferred	A	\$0.01
30,000	Preferred	B	\$0.01
4,460,000	Preferred	C	\$0.01
1,140,000	Common	A	\$0.001
4,400,000	Common	B	\$0.001

**ELEVENTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 90,000,000.

**TWELFTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

**THIRTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ 80,000,000.

**FOURTEENTH:** An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,800,000.

**FIFTEENTH:** This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 6, 1988 ComputerLand Corporation  
[Exact Corporate Name of Corporation Making Application]

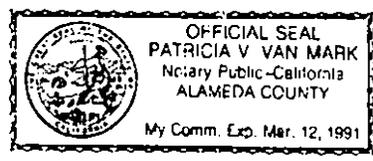
By Kenneth R. Waters  
Its Kenneth R. Waters President, Kenneth R. Waters  
and Verdell Garrouette  
Its Verdell Garrouette Secretary, Verdell Garrouette

STATE OF CALIFORNIA }  
COUNTY OF ALAMEDA } Sc.

At Oakland in said County on the 6<sup>th</sup> day  
of July 1988, before me personally appeared  
Kenneth R. Waters, who being by me first duly sworn, declared that  
he is the President of ComputerLand Corporation,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

Patricia V. Van Mark  
Notary Public

(NOTARIAL SEAL)



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**COMPUTERLAND CORPORATION**  
**DELAWARE DOMESTIC**

**AUTHORIZED CAPITAL**

Number of Shares	Class	Series	Par Value
200,000	Preferred	A	\$0.01
30,000	Preferred	B	\$0.01
4,460,000	Preferred	C	\$0.01
41,140,000	Common	A	\$0.001
18,800,000	Common	B	\$0.001

**ISSUED CAPITAL**

Number of Shares	Class	Series	Par Value
200,000	Preferred	A	\$0.01
30,000	Preferred	B	\$0.01
4,460,000	Preferred	C	\$0.01
1,425,000	Common	A	\$0.001
5,500,000	Common	B	\$0.001

WILLIAM Y. TAUSCHER	Chairman of the Board Director	1220 Senlac Drive Carrollton, TX 75006
EDWARD E. FABER	Vice Chairman of the Board	5387 Blackhawk Drive Danville, CA 94526
KENNETH R. WATERS	President/CEO Director	3255 Clifford Circle Pleasanton, CA 94566
EDWARD ANDERSON	Chief Operating Officer	187 Stone Valley Way Alamo, CA 94507
VIC LEVENTHAL	Executive Vice President	121 Ostrosky Place Alamo, CA 94507
D. PATRICK LINEHAN	Senior Vice President International	34 Rock Harbor Lane Foster City, CA 94404
THOMAS H. DROTLIEFF	Senior Vice President Chief Financial Officer	701 El Cerro Danville, CA 94526
ALAN ANDRUS	Senior Vice President National Services	520 Canyon Woods Circle Apartment 124 San Ramon, CA 94583
STEPHEN L. WATSON	Senior Vice President Corporate Development	7 Russian Hill Place San Francisco, CA 94133
BEN BALLARD	Vice President Management Information Systems/Traffic and Distribution	10397 Amistad Court Cupertino, CA 95014
CHARLES G. KINCH	Vice President Products	3317 Central Avenue Alameda, CA 94501
ROBERT KECK	Vice President Product Acquisition	215 Viking Place Danville, CA 94526
MARIAN MURPHY	Vice President Marketing & Communications	4125 Barner Avenue Oakland, CA 94602
DAVID PAVA	Vice President Franchise Development	992 Sunnyhills Road Oakland, CA 94610
VERDELL GARROUTTE	Vice President Treasurer & Secretary	4 Owlswood Road Tiburon, CA 94920
MICHAEL MOORE	Vice President Store Management Systems	556 Santander Drive San Ramon, CA 94583

TIMOTHY L. STEWART	Vice President International Development	2209 Sutter Street San Francisco, CA 94115
MARTIN STRAYER	Vice President Field Operations	9831 Verde Lomas Circle Villa Park, CA 92667
JOHN HIGGINS	Vice President ComputerLand National Accounts Program	1045 Lakeridge Dr. San Ramon, CA 94583
DOROTHEA TICHENOR	Vice President Operations Support	1230 Larch Avenue Moraga, CA 94556
NEIL PETERSEN	Vice President Traffic and Distribution	520 Canyon Woods Circle Apartment 122 San Ramon, CA 94583
RICHARD BARD	Director	501 S. Cherry Street Denver, CO 80222
NORMAN DINNSEN	Director	2211 Via Anita La Jolla, CA 92037
EDWARD E. FABER	Director	5387 Blackhawk Drive Danville, CA 94526
STEPHEN W. FILLO	Director	10 W. 66th Street New York, NY 10023
JOHN H. FRIEDMAN	Director	301 E. 47th Street New York, NY 10017
TERRY GILES	Director	1272-A Peacock Hill Santa Ana, CA 92705
KENNETH GREENE	Director	18 North Star Road Randolph, NJ 07869



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF COMPUTERLAND CORPORATION FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 1987, AT 12:11 O'CLOCK P.M.

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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 11860220

DATE: 09/15/1988