

Delaware

The First State

PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FLEET SYSTEMS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "HEWLETT-PACKARD COMPANY" UNDER THE NAME OF "HEWLETT-PACKARD COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2004, AT 7:39 O'CLOCK P.M.

FILED
OCT 12 2004
By DA
C



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3382966

DATE: 09-30-04

CERTIFICATE OF OWNERSHIP AND MERGER
OF
FLEET SYSTEMS, INC. WITH AND INTO
HEWLETT-PACKARD COMPANY

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Hewlett-Packard Company, a Delaware corporation ("HP"), hereby certifies as follows:

1. HP is a corporation duly organized and existing under the laws of the State of Delaware.
2. HP owns all of the outstanding shares of stock of Fleet Systems, Inc., a corporation duly organized and existing under the laws of the State of California ("Fleet"); and
3. On September 17, 2004, the Board of Directors of HP adopted the following resolutions and such resolutions have not been rescinded and are in full force and effect on the date hereof:

"NOW, THEREFORE, BE IT RESOLVED: That the merger of Fleet with and into HP be, and it hereby is, approved;

RESOLVED FURTHER: That Ann O. Baskins and Charles N. Charnas (each, an "Authorized Officer") and any persons authorized by an Authorized Officer (together with the Authorized Officers, the "Authorized Persons") are, and each of them hereby is, authorized and directed, for and on behalf and in the name of HP, to make such filings and applications, to execute and deliver such agreements, certificates, instruments, and other documents, to pay such fees and expenses, to retain such advisors and to do such acts and things as they may deem necessary or appropriate to carry out the intent of the foregoing resolution and consummate and implement such merger; and

RESOLVED FURTHER: That all actions heretofore taken by any of the Authorized Persons for and on behalf and in the name of HP, in connection with the matters contemplated by the foregoing resolutions be, and each of them hereby is, ratified and affirmed in all respects as the duly authorized actions of HP."

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 25th day of September, 2004.

HEWLETT-PACKARD COMPANY

BY: Charles N. Charnas
Charles N. Charnas
Vice President, Deputy General Counsel
and Assistant Secretary