

Filing Fee: \$150.00

License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 108035



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

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:

1. The name of the corporation is COMPAQ COMPUTER CORPORATION *gk*
2. It is incorporated under the laws of DELAWARE
3. The name which it elects to use in Rhode Island is COMPAQ COMPUTER CORPORATION

(If 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.)

4. The date of its incorporation is 2/16/82 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 \_\_\_\_\_  
20555 Highway 249, MS590304, Houston, TX 77070-2698
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
\_\_\_\_\_  
Providence, RI 02903 and the name of its proposed registered agent in  
(City/Town) (Zip Code)  
Rhode Island at that address is CT CORPORATION SYSTEM
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
SALES AND SERVICE OF COMPUTER PRODUCTS.

8. The names and respective addresses of the directors and officers are:

Name	Address
Director <u>SEE ATTACHED EXHIBIT A.</u>	_____
Director _____	_____
President _____	_____
Vice President _____	_____
Secretary _____	_____
Treasurer _____	_____

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BY 9/13/99  
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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>
3,000,000,000	COMMON STOCK	NONE	\$.01 PER SHARE
10,000,000	PREFERRED	NONE	\$.01 PER SHARE

10. The aggregate number of its issued shares, itemized by classes, par value 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>
1,700,000,000	COMMON STOCK	NONE	\$.01 PER SHARE
-0-	PREFERRED	NONE	\$.01 PER SHARE

11. 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 0.0001; and 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 .0122.

12. An estimate of the value of all property to be owned by it for the following year, wherever located is \$ 3,051,164,807

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 2,111

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 22,215,655,571

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 2,712,003.

16. This application is accompanied by certified copies 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 August 30, 19 99

COMPAQ COMPUTER CORPORATION

(Exact Corporate Name of Corporation Making Application)

By [Signature]

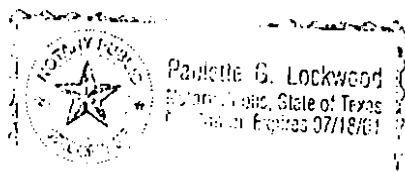
☐ President or ☒ Vice President (check one)

AND  
By Linda S. Auwers

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF TEXAS  
COUNTY OF HARRIS

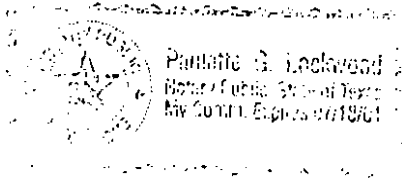
In HOUSTON, TEXAS, on this 30th day of August, 19 99, personally appeared before me LINDA S. AUWERS, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.



Pauline G. Lockwood  
Notary Public  
My Commission Expires: 7/18/01

STATE OF TEXAS  
COUNTY OF HARRIS

In Houston, Texas, on this 30<sup>th</sup> day of August, 1999, personally appeared before me Scott Hoing, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.



*Paulette G. Lockwood*  
Notary Public  
My Commission Expires: 7/18/01

66, 17, 66, 17, 10, 99

17  
66, 17, 66, 17, 10, 99

**Exhibit A**

**Compaq Computer Corporation  
Executive Officers  
August, 1999**

<b>*Michael D. Capellas</b>	<b>President &amp; Chief Executive Officer</b>
<b>Peter Blackmore</b>	<b>Senior Vice President, Group General Manager, Sales &amp; Marketing</b>
<b>Michael J. Larson</b>	<b>Senior Vice President, Group General Manager, Consumer Group</b>
<b>Robert V. Napier</b>	<b>Senior Vice President, Information Management &amp; Chief Information Officer</b>
<b>Enrico Pesatori</b>	<b>Senior Vice President, Group General Manager, Enterprise Solutions &amp; Services Group</b>
<b>Thomas C. Siekman</b>	<b>Senior Vice President and General Counsel</b>
<b>Edward M. Straw</b>	<b>Senior Vice President, Supply Chain Management</b>
<b>William D. Strecker</b>	<b>Senior Vice President, Technology and Corporate Development</b>
<b>Ben K. Wells</b>	<b>Vice President &amp; Corporate Treasurer, and acting Chief Financial Officer</b>
<b>Michael J. Winkler</b>	<b>Senior Vice President, Group General Manager, Commercial Personal Computing Group</b>
<b>Linda S. Auwers</b>	<b>Vice President, Associate General Counsel and Secretary</b>

**\*Also a Director**

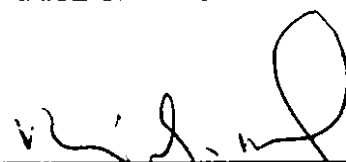
**Compaq Computer Corporation  
Board of Directors  
August, 1999**

- 1. Benjamin M. Rosen, Chairman of the Board**
- 2. Michael D. Capellas, President, Chief Executive Officer & Director**
- 3. Lawrence T. Babbio, Jr.**
- 4. Judith L. Craven**
- 5. Frank P. Doyle**
- 6. Robert Ted Enloe, III**
- 7. George H. Heilmeier**
- 8. Peter N. Larson**
- 9. Kenneth L. Lay**
- 10. Thomas J. Perkins**
- 11. Kenneth Roman**
- 12. Lucille S. Salhany**

## STATEMENT OF CONSENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for COMPAQ COMPUTER CORPORATION at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

A handwritten signature in dark ink, appearing to read 'Kirk S. Hood', is written over a horizontal line.

Kirk S. Hood, Asst. Secy.

August 30, 1999

FILED IN 1999

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*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE RESTATED CERTIFICATE OF "COMPAQ COMPUTER  
CORPORATION", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF  
DECEMBER, A.D. 1997, AT 10:01 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9940505

08-26-99