

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1-1.24)

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. # 83823

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

SAP America, Inc.

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 SAP America, Inc.

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

(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 January 4, 1988 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 32 Lockerman Square Suite 1100, Dover, Delaware 19901

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

C T CORPORATION SYSTEM

[Signature]
Signature

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

Marketing sales of computer software. 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 Rhode Island.

FILED

MAR 27 1995

BY 11059139832

Dated January 26, 1995

SAP America, Inc.
(Exact Corporate Name of Corporation Making Application)

By [Signature] Rene Welvaert
Its Vice President
and [Signature] Eric N. Rubino
Its Secretary

STATE OF Pennsylvania }
COUNTY OF Delaware } Sc.

At SAP America, Inc. in said County on the 26th day
of January, 1995 before me personally appeared Rene
Welvaert, who being by me first duly sworn, declared that
he is the Vice President of SAP America, Inc.
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

Notary Public
Tulsa, Tulsa, Oklahoma County
My Commission Expires Dec 29, 1997
Member, Pennsylvania Association of Notaries

OFFICERS OF SAP AMERICA, INC

**Klaus Besier, President/CEO
300 Stevens Drive
Philadelphia, Pennsylvania 19113**

**Rene Welvaert, Vice President/CFO
300 Stevens Drive
Philadelphia, Pennsylvania 19113**

**Jeremy P. Coote, Executive Vice President
300 Stevens Drive
Philadelphia, Pennsylvania 19113**

**James D. Maikranz, Vice President
300 Stevens Drive
Philadelphia, Pennsylvania 19113**

**John Burke, Senior Vice President
300 Stevens Drive
Philadelphia, Pennsylvania 19113**

**Peter P. Dunning, Senior Vice President
300 Stevens Drive
Philadelphia, Pennsylvania 19113**

**Alexander Ott, Vice President
300 Stevens Drive
Philadelphia, Pennsylvania 19113**

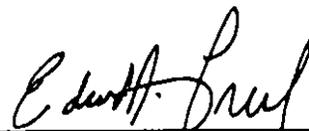
**James Soenksen, Vice President
300 Stevens Drive
Philadelphia, Pennsylvania 19113**

**Paul V. Grillo, Vice President
300 Stevens Drive
Philadelphia, Pennsylvania 19113**

**Eric N. Rubino, Secretary
300 Stevens Drive
Philadelphia, Pennsylvania 19113**

State of Delaware
Office of the Secretary of State PAGE 1

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 CERTIFICATE OF INCORPORATION OF "S.A.P. OF AMERICA, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF JANUARY, A.D. 1988, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 11-14-88

11-14-88 0100

11-14-88

11-14-88