

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

76729

Corp. I.D. # 74-2485040

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Dell Marketing 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 Dell Marketing Corporation

SECOND: The name which it elects to use in Rhode Island is Dell Marketing 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 10/30/87 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 2625 Concord Pike Wilmington, DE 19803

SIXTH: The address of its proposed registered office in Rhode Island is 223 Dyer Street Providence RI 02903 and the name of its proposed registered agent in Rhode Island at that address is CT Corporation System
C T CORPORATION SYSTEM



Signature

E. A. Wallace, Assistant Secretary

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

Holding company

MAY 3 1994
RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
MAY 3 8 59 AM '94

FILED

MAY 3 1994

By apb#9
12/638

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
Michael S. Dell	Director	9505 Arboretum Blvd Austin TX 78759
	Director	
	Director	
	President	
John Garnaewski, Jr.	Asst. Vice President	2625 Concord Pike Wilmington DE 19803
Mary Guillory	Asst. Secretary	2625 Concord Pike Wilmington DE 19803
	Treasurer	
Michael S. Dell	Sr. VP	9505 Arboretum Blvd Austin TX 78759

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>
1000	Common	-	.01

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>
1000	Common	-	.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 2,201,156,124 .

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 \$ 0 .

Dated March 10, 19 94

Dell Marketing Corporation
[Exact Corporate Name of Corporation Making Application]

By *John P. Garniewski, Jr.*
Its Asst. Vice President
and *Mary E. Guillory*
Its Asst Secretary

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } SC.

At Wilmington, Delaware in said County on the 10th day
of March 19 94, before me personally appeared
John P. Garniewski, Jr. & Mary E. Guillory, who being by me first duly sworn, declared that
they are the Assistant Vice President and of Dell Marketing Corporation,
Assistant Secretary Assistant Vice President and
that he signed the foregoing document as such Assistant Secretary of the
corporation, and that the statements therein contained are true.

Anna M. Garrett
Notary Public

(NOTARIAL SEAL)

ANNA M. GARRETT
NOTARY PUBLIC - DELAWARE
My Commission Expires Jan. 5, 1995

Consent to the Use of a Name
for the State of Rhode Island and Providence Plantations

Desired Name: **Dell Marketing Corporation**

Conflicting Name: Dell Marketing L.P.
9505 Arboretum Blvd.
Austin, TX 78759

I hereby consent to the use of the desired name by:

Dell Marketing Corporation
2625 Concord Pike, Suite 400
Wilmington, DE 19803

I, R. Thomas Armstrong, certify that I am authorized to sign this consent as an officer of Dell Gen. P. Corp., general partner of Dell Marketing L.P.:

Signed: R. T. Armstrong

Title: Assistant Secretary

Date: 4/27/94

State of Delaware
Office of the Secretary of State

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I, WILLIAM T. QUILLEN, 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 "DELL MARKETING CORPORATION", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 1987, AT 10 O'CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

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AUTHENTICATION:

7092822

DATE:

04-19-94