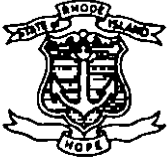


Filing and License Fee: \$310.00 minimum

ID Number: 146272



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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 IBM Products United States, Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
IBM Products United States, Inc.
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is 01/18/2005 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 _____
1209 Orange Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence Ri 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)
7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:
See Attachment
8. The names and respective addresses of the directors and officers are: **SEE ATTACHMENT**

	<u>Name</u>	<u>Address</u>
Director	<u>Simon J. Beaumont</u>	<u>New Orchard Road, Armonk, NY 10504</u>
Director	<u>Andrew Bonzani</u>	<u>New Orchard Road, Armonk, NY 10504</u>
President	<u>Simon J. Beaumont</u>	<u>New Orchard Road Armonk, NY 10504</u>
Vice President	<u>Andrew Bonzani</u>	<u>New Orchard Road Armonk, NY 10504</u>
Treasurer	<u>Richard J. Obetz</u>	<u>New Orchard Road Armonk, NY 10504</u>
Secretary	<u>Andrew Bonzani</u>	<u>New Orchard Road Armonk, NY 10504</u>

MAR 03 2005

By [Signature]

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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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1000	Common		\$0.01

10. 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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	Common		\$0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 299680780.0000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 12489.0000.
- (c) 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, is 0% % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1400000000.0000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 2111538.0000.
- (c) 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 is 0.15% % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: Feb 18, 2005

IBM Products United States, Inc.

Print Exact Name of Corporation Making Application

By X

Richard J. Obetz

☐ President or ☒ Vice President (check one)

By X

Andrew Bonzani

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF New York
COUNTY OF Westchester

In Armonk, on this 18th day of February, 2005, before me personally appeared Andrew Bonzani and Richard J. Obetz who, being duly sworn, declared that he/she is the Secretary and Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Joyce A. Bergman
JOYCE A. BERGMAN, Notary Public
NOTARY PUBLIC, STATE OF NY
NO. 4942285, Commission Expires: 09/19/2006

QUALIFIED IN WESTCHESTER COUNTY
COMM. EXPIRES SEPT. 19, 2006

Attachment to Rhode Island

Purpose Clause

Computer sales 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 its jurisdiction of incorporation.

Officers & Directors

- | | | |
|----|-------------------|------------------------------|
| 1. | Full Name: | Simon J. Beaumont |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Chairman and President |
| | Business Address: | New Orchard Road |
| | City: | Armonk |
| | State: | NY |
| | ZIP Code: | 10504 |
| 2. | Full Name: | Andrew Bonzani |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Vice President and Secretary |
| | Business Address: | New Orchard Road |
| | City: | Armonk |
| | State: | NY |
| | ZIP Code: | 10504 |
| 3. | Full Name: | Richard J. Obetz |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Vice President and Treasurer |
| | Business Address: | New Orchard Road |
| | City: | Armonk |
| | State: | NY |
| | ZIP Code: | 10504 |

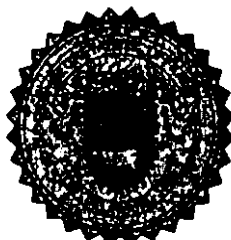
Delaware

PAGE 1

The First State

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 INCORPORATION OF "IBM PRODUCTS UNITED STATES, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JANUARY, A.D. 2005, AT 11:18 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3706246

DATE: 02-25-05