

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"NETFRAME SYSTEMS INCORPORATED", A DELAWARE CORPORATION, WITH AND INTO "MICRON ELECTRONICS, INC." UNDER THE NAME OF "MICRON ELECTRONICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF SEPTEMBER, A.D. 1998, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9286506

DATE:

TRADEMARK
REEL: 1794 FRAME: 0389

**CERTIFICATE OF OWNERSHIP AND MERGER OF
MICRON ELECTRONICS, INC. (a Minnesota corporation)
AND
NETFRAME SYSTEMS INCORPORATED (a Delaware corporation)**

Joel J. Kocher states and certifies that:

1. He is the Chairman, President, Chief Executive Officer and Chief Operating Officer of Micron Electronics, Inc., a Minnesota corporation (the "Corporation") and that he has been authorized by the Corporation to sign this Certificate.

2. The Resolutions in the form attached hereto as Exhibit A were duly approved by the Board of Directors of the Corporation.

3. There is only one class of shares of NetFRAME Systems Incorporated ("NetFRAME"), and the total number of outstanding shares is 1,000.

4. All of the 1,000 outstanding shares of NetFRAME are owned by the Corporation.

5. The Corporation, pursuant to Sections 253 and 252(d) of the Delaware General Corporation Law, (a) agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of NetFRAME, as well as for the enforcement of any obligation of the Corporation arising from the merger of the Corporation and NetFRAME, and (b) irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any proceeding, and directs that process may be forwarded to the Corporation at the following address:

Micron Electronics, Inc.
900 East Karcher Road
Nampa, Idaho 83687

On the date set forth below, the undersigned does hereby declare under penalty of perjury that he or she signed the foregoing Certificate in the official capacity set forth beneath his or her signature, and that the statements set forth in said Certificate are true and correct to the best of his or her own knowledge.

SIGNED on September 3, 1998.


Name: Joel J. Kocher
Title: Chairman, President, CEO, & COO

EXHIBIT A**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
MICRON ELECTRONICS, INC.**

WHEREAS, the Company owns 100% of the issued and outstanding capital stock of NetFRAME Systems Incorporated, a Delaware corporation (the "Subsidiary"), consisting of 1,000 shares of common stock, \$0.001 par value per share; and

WHEREAS, the Company desires to effect the merger of the Subsidiary with and into the Company pursuant to Section 253 of the Delaware General Corporation Law and Sections 302A.621 and 302A.651 of the Minnesota Business Corporation Act.

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary be merged with and into the Company in accordance with the statutes listed above, and in accordance with the further resolutions set forth below (which resolutions shall constitute the Plan of Merger).

RESOLVED FURTHER, that at the effective time of the merger all of the outstanding shares of common stock of the Subsidiary owned by the Company shall be canceled, and no securities, or any money or other property, shall be issued in exchange therefor.

RESOLVED FURTHER, that the merger shall be effective on September 3, 1998.

RESOLVED FURTHER, that any officer of the Company be and hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Company, a certificate of ownership and merger and articles of merger setting forth the foregoing Plan of Merger and such other information as required by law, and to cause such certificate and articles to be filed for record with the Secretaries of State of the State of Delaware and the State of Minnesota, respectively, in each case in the manner required by law.

RESOLVED FURTHER, that the officers of the Company, and each of them, be and they hereby are authorized, for and on behalf of the Company, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the purpose of the foregoing resolutions.