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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"HEWLETT-PACKARD COMPANY", A CALIFORNIA CORPORATION,

WITH AND INTO "HEWLETT-PACKARD COMPANY" UNDER THE NAME OF "HEWLETT-PACKARD COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MAY, A.D. 1998, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

2858384 8 991242561

Edward J. Freel, Secretary of State

AUTHENTICATION: 9809666

DATE: 06-17-99

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