INPRISE™
Integrating the Enterprise

P33721

Inprise Corporation
100 Enterprise Way
Scotts Valley, CA
95066-3249 USA
(408) 431-1000
www.inprise.com

July 23, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Borland International, Inc., a Delaware corporation

Dear Sir/Madam:

In connection with the Borland International, Inc. name change to Inprise Corporation in the State of Delaware, enclosed please find the following items to effectuate the name change in Florida:

1. Application by Foreign Corporation to File Amendment to Application for Authorization (two originally executed copies);
2. A certified copy of the Certificate of Amendment of Restated Certificate of Incorporation recording the name change in Delaware; and
3. A check in the amount of $35.00, the requisite filing fee.

I appreciate your attention to this matter. If you have any questions regarding this matter please do not hesitate to call me at (408) 431-1819.

Sincerely,

Auddrena Mauga

Auddrena Mauga
Corporate Paralegal

Enclosures

cc: JoAnne Butler, Legal
File

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-07/29/98--01085--001
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

1. Borland International, Inc.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: April 26, 1991

SECTION II (4-7 complete only the applicable changes)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

June 5, 1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Inprise Corporation

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Hobart McK. Birmingham
Vice President
Hobart McK. Birmingham

Signature
Name and Title

July 21, 1998
Date

(FLA.- 2251 - 3/19/93)
CT SYSTEM

State of Delaware

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 AMENDMENT OF "BORLAND INTERNATIONAL, INC.", CHANGING ITS NAME FROM "BORLAND INTERNATIONAL, INC." TO "INPRISE CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF JUNE, A.D. 1998, AT 1:30 O'CLOCK P.M.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9204255

DATE: 07-20-98

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 06/05/1998
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CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
BORLAND INTERNATIONAL, INC.

Borland International, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY that the Amendment of the Restated Certificate of Incorporation set forth in the following resolution has been duly adopted in accordance with the provisions of Section 242 of the DGCL.

RESOLVED, that the Restated Certificate of Incorporation of the Corporation be amended by striking Article 1 in its entirety and replacing it with the following:

"FIRST: The name of the Corporation is Inprise Corporation."

IN WITNESS WHEREOF, this Certificate of Amendment to the Restated Certificate of Incorporation has been executed on behalf of the Corporation by its Chief Executive Officer on this 5th day of June, 1998.

Delbert W. Yocam

Delbert W. Yocam, Chief Executive Officer

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