

B 94000000 329

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

EFFECTIVE DATE
12/26/12

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
DELL MARKETING L.P.**

Certificate of Status	0
Certified Copy	0
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Oct 18, 2012 08:00 AM
Secretary of State

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Dell Marketing L.P.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Stephanie Deadmon

Contact Person

Dell Inc.

Firm/Company

One Dell Way, RR1-33

Address

Round Rock, TX 78682

City, State and Zip Code

stephanie_deadmon@dell.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephanie Deadmon

Name of Contact Person

at (512) 728-4737

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
P02-133946 Alienware Labs Corp.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
B94-329 Dell Marketing L.P.	Texas	Limited Partnership

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

October 26, 2012 11:59 PM EST

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Dell Marketing L.P.

One Dell Way, RR1-33

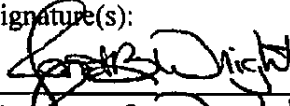
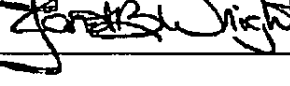
Round Rock, TX 78682

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Alienware Labs Corp.		Jonat B. Wright, VP and Assistant Secretary
Dell Marketing L.P.		Dell Marketing OP L.L.C., sole general partner
		By: Jonat B. Wright, VP and Assistant Secretary

Corporations:**Chairman, Vice Chairman, President or Officer**
*(If no directors selected, signature of incorporator.)***General Partnerships:****Signature of a general partner or authorized person****Florida Limited Partnerships:****Signatures of all general partners****Non-Florida Limited Partnerships:****Signature of a general partner****Limited Liability Companies:****Signature of a member or authorized representative****Fees:****\$35.00 Per Party****Certified Copy (optional):****\$8.75**

CERTIFICATE OF MERGER**OF****ALIENWARE LABS CORP.
(a Florida corporation)****WITH AND INTO****DELL MARKETING L.P.
(a Texas limited partnership)**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this Certificate of Merger:

1. *Party 1: Dell Marketing L.P. ("Surviving Entity")*

The organization is a limited partnership, organized under the laws of the State of Texas. The Texas file number is 6260510. Its principal place of business is One Dell Way, Round Rock, Texas. Party 1 will survive the merger.

2. *Party 2: Alienware Labs Corp.*

The organization is a corporation, organized under the laws of the State of Florida. The entity is not registered in Texas. Its principal place of business is 14591 S.W. 120th Street, Miami, Florida 33186, United States. Party 2 will not survive the merger.

3. A signed Agreement and Plan of Merger is on file at the principal place of business of the surviving entity.
4. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any partner of any constituent limited partnership or any shareholder of the merging corporation.
5. No amendments to the certificate of formation of the surviving entity are affected by the merger.
6. Approval of the Agreement and Plan of Merger: The Agreement and Plan of Merger has been approved as required by the laws of the jurisdiction of formation of each party to the merger and by the governing documents of those organizations.
7. This document becomes effective at 11:59 p.m., Eastern time, on October 26, 2012.
8. In lieu of providing the tax certificate, the surviving entity will be liable for the payment of the required franchise taxes.

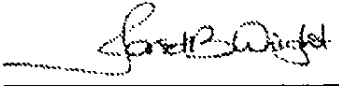
IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of October 18, 2012, and is being filed in accordance with the Texas Business Organizations Code.

SURVIVING ENTITY:

DELL MARKETING L.P.
a Texas limited partnership

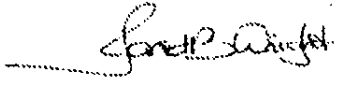
By: Dell Marketing GP L.L.C.
its general partner

By: Dell Marketing Corporation
its sole member

By: 
Name: Janet B. Wright
Title: Vice President and Assistant
Secretary

NON-SURVIVING ENTITY:

ALIENWARE LABS CORP.
a Florida corporation

By: 
Name: Janet B. Wright
Title: Vice President and Assistant
Secretary

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Oct 18, 2012 08:00 AM
Secretary of State