

CT CORPORATION

F020000002882

CORPORATION(S) NAME

Gateway, Inc.

FILED
02 JUN -3 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600005665096---

06/03/02 01005--005
*****78.75 *****78.75

BK

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/3/02

Order#: 5383153

kf

Ref#: _____

Amount: \$ _____

RECEIVED
02 JUN -3 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 3, 2002

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: GATEWAY, INC.
Ref. Number: W02000015982

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

d/b/a Gateway Computer, Inc.

We have received your document for GATEWAY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$78.75 payment.,

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 802A00035823

Please back date
to 5/31/02

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TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Stephanie G. Heim, do hereby certify
(Name)

that this Resolution of the Board of Directors of Gateway, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on June 5, 2002

Be it resolved, that Gateway, Inc.

(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Gateway Computers, Inc.

for use in Florida.

Dated: June 6, 2002



Signature of either Chairman, Vice Chairman or any officer

Stephanie G. Heim, Assistant Secretary
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

INHS19(1/00)

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Gateway, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 42-1249184
(FEI number, if applicable)
4. January 14, 1991
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 14303 Gateway Place, Poway, California 92064
(Current mailing address)

8. Sales and service of computers and related parts and equipment and all other purposes for which corporations may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Connie Bryan

(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Addendum.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Addendum

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Stephanie G. Heim

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephanie G. Heim, Assistant Secretary

(Typed or printed name and capacity of person signing application)

**Addendum to Application By Foreign Corporation for Authorization to Transact
Business in Florida for Gateway, Inc.**

Directors

Theodore W. Waitt, Chairman and Director
14303 Gateway Place, Poway, CA 92064

Charles G. Carey, Director
1211 Avenue of the Americas, 13th Floor, New York, NY 10036

George H. Krauss, Director
2850 Woodmen Tower, 1700 Farnam Street, Omaha, NE 68102

Douglas L. Lacey, Director
502 Benson Bldg, Box 3529, Sioux City, IA 51105

James F. McCann, Director
1600 Stewart Ave., Westbury, NY 11590

Richard D. Snyder, Director
755 Phoenix Drive, Ann Arbor, MI 48108

Officers

Theodore W. Waitt, Chairman, President and CEO
14303 Gateway Place, Poway, CA 92064

Bart R. Brown, Senior Vice President, Products and Solutions
14303 Gateway Place, Poway, CA 92064

Joseph Burke, Senior Vice President, Chief Financial Officer
14303 Gateway Place, Poway, CA 92064

Robert J. Burnett, Senior Vice President, Chief Technology Officer
610 Gateway Drive, North Sioux City, SD 57049

Javade Chaudhri, Senior Vice President, General Counsel and Secretary
14303 Gateway Place, Poway, CA 92064

Michael D. Hammond, Senior Vice President, Operations
610 Gateway Drive, North Sioux City, SD 57049

William E. Headapohl, Senior Vice President, Chief Information Officer
14303 Gateway Place, Poway, CA 92064

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**Addendum to Application By Foreign Corporation for Authorization to Transact
Business in Florida for Gateway, Inc. (Continued)**

Officers (Continued)

David E. Russell, Senior Vice President, Partner Management
14303 Gateway Place, Poway, CA 92064

Brad Shaw, Senior Vice President, Marketing and Corporate Communications
14303 Gateway Place, Poway, CA 92064

David G. Turner, Senior Vice President, Sales and Marketing
14303 Gateway Place, Poway, CA 92064

Jack Van Berkel, Senior Vice President, Human Resources
14303 Gateway Place, Poway, CA 92064

Thomas W. Reedy, Vice President, Treasurer
14303 Gateway Place, Poway, CA 92064

Randall D. Harvey, Assistant Treasurer
14303 Gateway Place, Poway, CA 92064

Michael A. Jacobs, Assistant Treasurer
14303 Gateway Place, Poway, CA 92064

Stephanie G. Heim, Assistant Secretary
14303 Gateway Place, Poway, CA 92064

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Delaware

PAGE 1

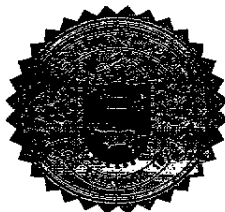
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GATEWAY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
JUN -3 2002
TALLAHASSEE
SECRETARY OF STATE



2251983 8300

020346019

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1804564

DATE: 05-30-02