

F96000001705

EDS

March 27, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

**EXPEDITE SERVICES
REQUESTED**

Re: Electronic Data Systems Holding Corporation

400001761754
-03/28/96--01108--011
****122.50 ****122.50

Dear Sir/Madam:

Enclosed are the following documents for qualification of the above corporation:

- Application for Foreign Corporation for Authorization to Transact Business in Florida (2 originals)
- Certificate of Existence
- Consent to Use Similar Name
- Check in the amount of \$122.50 to cover the fees
- Federal Express airbill to return file-stamped copy.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 28 PM 1:12

Please call me at (214) 605-6148 if you have any questions. Thank you for your assistance.

Sincerely yours,

Glenda H. Haywood

Glenda H. Haywood
Paralegal Associate

Encls.

Office of the Corporate Secretary
113-GE-57
5400 Legacy Drive
Plano, Texas 75024
Phone: (214) 605-6139

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

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

1. Electronic Data Systems Holding Corporation

(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. 75-2548221

(FEI number, if applicable)

4. March 25, 1994

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. effective upon filing

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 5400 Legacy Drive

Plano, Texas 75024

(Current mailing address)

8. Provider of Information Technology Services

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301

(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.

The Prentice-Hall Corporation System, Inc.

By: Amy Bass

(Registered agent's signature)

Amy Bass, Asst. Secretary

- 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.**

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SECRETARY OF STATE
DIVISION OF CORPORATE
AFFAIRS
96 MAR 28 PM 11:15

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 28 PM 1:12

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

13.

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

14.

David B. Hollander, Vice President

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

03/22/96

Directors and Officers

Electronic Data Systems Holding Corporation

DIRECTORS:

Lester M. Alberthal, Jr.
John R. Castle, Jr.
Paul J. Chiapparone
Gary J. Fernandes
Joseph M. Grant

Director
Director
Director
Director
Director

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DIVISION OF CORPORATIONS
95 MAR 28 PM 1:13

OFFICERS:

Lester M. Alberthal, Jr.
John R. Castle, Jr.
Paul J. Chiapparone
Gary J. Fernandes
Joseph M. Grant
Jeffrey M. Heller
Dean Linderman
G. Stuart Reeves
H. Paulett Eberhart
D. Gilbert Friedlander
Storrow M. Gordon
David B. Hollander
William P. Benac
Janice M. Coltrain
Jo Keaton
John H. Vestal
Kathy Watson
Barbara Barton
Joseph E. Burns
R. Randall Capps
William R. Evans

Chairman, President and CEO
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President and CFO
Senior Vice President
Senior Vice President
Senior Vice President
Vice President, Controller
Vice President, Secretary
Vice President - Reincorporation
Vice President - Reincorporation
Treasurer
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Treasurer
Assistant Treasurer
Assistant Treasurer
Assistant Treasurer

The business address for the above directors and officers is 5400 Legacy Drive, Plano,
TX 75024

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELECTRONIC DATA SYSTEMS HOLDING CORPORATION" 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 THIRTEENTH DAY OF MARCH, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 28 PM 1:13



Edward J. Freel

Edward J. Freel, Secretary of State

2387022 8300

960072873

AUTHENTICATION:

DATE: 7865417

03-13-96

FDS

March 22, 1996

Secretary of State


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 28 PM 1:13

RE: Consent to Use Similar Name

Dear Sir or Madam:

Electronic Data Systems Corporation, a corporation organized under the laws of the State of Texas (the "Consenting Corporation") does hereby give consent to Electronic Data Systems Holding Corporation, to the use of said name or a name similar.

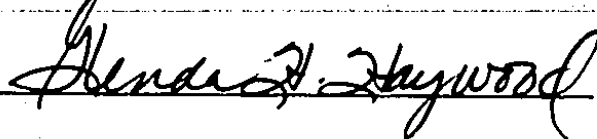
IN WITNESS WHEREOF, the Consenting Corporation has caused this Consent To Use of Name to be executed by its duly authorized officer as of March 22, 1996.

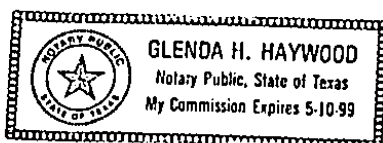

Kathy Watson, Assistant Secretary
Electronic Data Systems Corporation

STATE OF TEXAS
COUNTY OF COLLIN

BEFORE ME, the undersigned authority, on this day personally appeared Kathy Watson, known to me to be the person whose name is subscribed to the foregoing instrument and known to me to be an Assistant Secretary of Electronic Data Systems Corporation, and acknowledged to me that she executed said instrument for the purposes and consideration therein expressed and as the act of said corporation.

Given under my hand and seal of office this 22nd day of March 1996.





Office of the Corporate Secretary
113-GE-57
5100 Legacy Drive
Plano, Texas 75024
Phone: (214) 605-6139

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0193 FAX

800-342-0086



networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

F96000001705

RECEIVED

JUN -7 AM 11:11

ACCOUNT NO. : 07210090032 CORPORATION

REFERENCE : 970902 159309A

AUTHORIZATION : *Patricia Pyzik*

COST LIMIT : \$ 35.00

ORDER DATE : May 30, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 970902

CUSTOMER NO: 159309A

200001855552

CUSTOMER: Lisa Thomas, Legal Asst
Electronic Data Systems
5400 Legacy Drive
H3-ge-57
Plano, TX 75024

FOREIGN FILINGS

NAME: ELECTRONIC DATA SYSTEMS
HOLDING CORPORATION

File 2nd

SECRETARY OF STATE
TALLAHASSEE FLORIDA

86 JUN -7 AM 11:48

FILED

☒ PROFIT
☐ NON-PROFIT

☐ CORPORATE
☐ LIMITED PARTNERSHIP

XXXX AMENDMENT

6/7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

*changed
date per Carol Dolor*

*name
change*
*Please give
to Gpy French*

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**
(Pursuant to s. 607,1504, F.S.)

FILED
96 JUN -7 AM 11:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(1-3 must be completed)

- (4-7 complete only the applicable changes)**

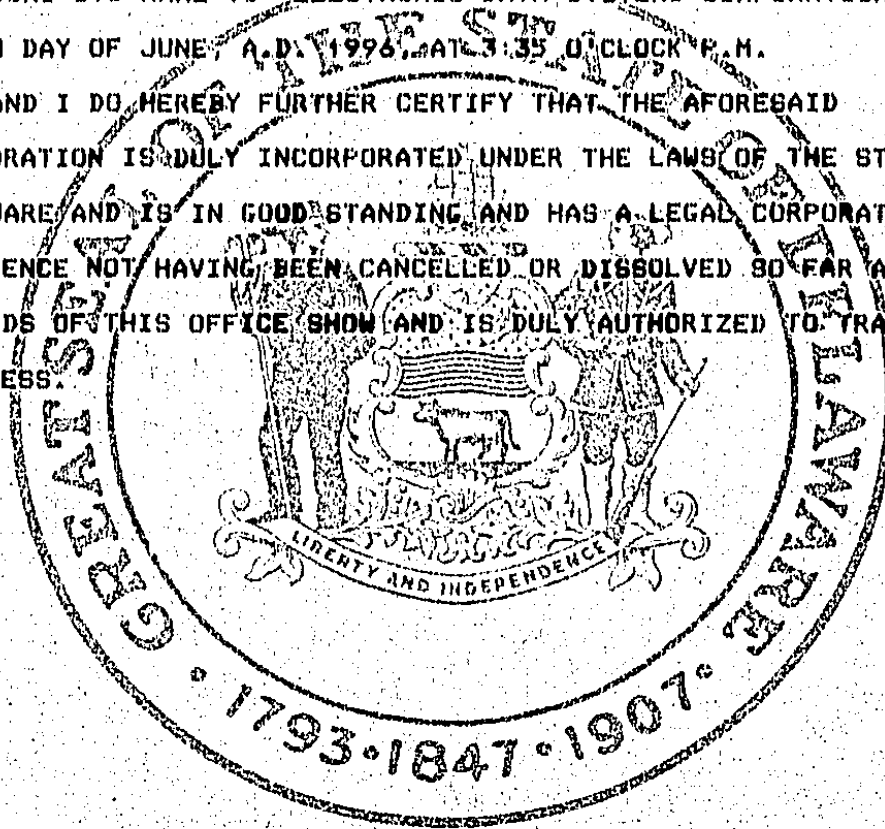
- ## New Jurisdiction

June 6, 1996
Date
Assistant Secretary
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ELECTRONIC DATA SYSTEMS HOLDING CORPORATION", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "ELECTRONIC DATA SYSTEMS CORPORATION", THE SIXTH DAY OF JUNE, A.D. 1996, AT 3:35 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

2387022 8320

960165421

AUTHENTICATION: 7976200

DATE: 06-06-96