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ACCOUNT NO. : 072100000032

REFERENCE : 630337 5024708

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : December 10, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 630337-045

CUSTOMER NO: 5024708

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CUSTOMER: Ms. Emalee A. Bottini
Peoplesoft, Inc.
4305 Hacienda Drive

Pleasanton, CA 94588

FOREIGN FILINGS

NAME: PEOPLESOFT USA, INC

***NEED EFFECTIVE DATE OF 1/1/98.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

97 DEC 26 PM 2:07

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DIVISION OF CORPORATIONS

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PeopleSoft, Inc.

4305 Hacienda Drive

P.O. Box 8015

Pleasanton, California

94588-8615

Tel 510/225-3000

December 22, 1997

Re: Consent to use of PeopleSoft name

To Whom it May Concern:

PeopleSoft, Inc., a Delaware corporation, hereby gives its consent to PeopleSoft USA, Inc., a California corporation, to use the name PeopleSoft in its corporate name, in all fifty states of the United States. PeopleSoft USA, Inc. is a subsidiary of PeopleSoft, Inc.

Please contact Sandy Henry by telephone at (510) 467-7019 if you have any questions regarding the above.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Ronald E. F. Codd".

Ronald E. F. Codd
Senior Vice President of Finance and Administration
and Chief Financial Officer

**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. PEOPLESOFT USA, 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. CALIFORNIA

(State or country under the law of which it is incorporated)

3. 94-3287072

(FEI number, if applicable)

4. NOV. 17, 1997

(Date of Incorporation)

5. PERPETUAL

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

6. 1-1-98

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

7. 4305 HACIENDA DRIVE

PLEASANTON, CA 94588

(Current mailing address)

8. SOFTWARE SALES AND 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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

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.

By: Corporation Service Company

(Registered agent's signature)

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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: RONALD E.F. CODD

Address: 4305 HACIENDA DRIVE

PLEASANTON, CA 94588

Director: _____

Address: _____

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

President: RONALD E.F. CODD

Address: 4305 HACIENDA DRIVE

PLEASANTON, CA 94588

Vice President: _____

Address: _____

Secretary: ROBERT D. FINNELL

Address: 4305 HACIENDA DRIVE

PLEASANTON, CA 94588

Treasurer: STEPHEN HILL

Address: 4305 HACIENDA DRIVE

PLEASANTON, CA 94588

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

13. Ronald E.F. Codd
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. RONALD E.F. CODD, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 17th day of November, 1997,
PEOPLESOFT USA, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

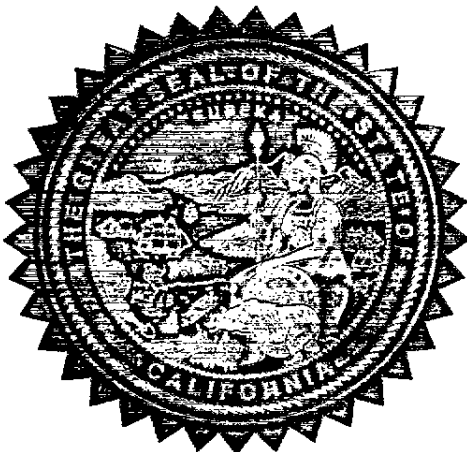
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

December 23, 1997.



Bill Jones

Secretary of State

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