



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 629871 4320140

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 10, 1997

ORDER TIME : 11:02 AM

ORDER NO. : 629871-020

CUSTOMER NO: 4320140

CUSTOMER: Ms. Anne Jones
Computer Associates
One Computer Associates Plaza

Islandia, NY 11788

000002371670--7
-12/15/97--01034--012
*****70.00 *****70.00

W97-27885

FOREIGN FILINGS

NAME: COMPUTER ASSOCIATES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: STACY EARNEST

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 PM 3:30
12/31

RECEIVED
97 DEC 15 AM 11:41
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 15, 1997

CSC
ATTN: STACY EARNEST

SUBJECT: COMPUTER ASSOCIATES, INC.
Ref. Number: W97000027885

RESUBMIT

Please give original
submission date as file date.

We have received your document for COMPUTER ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 397A00058855

97DEC 22 PM 10:00
COMMUNICATIONS SECTION
97DEC 22 PM 10:00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1997

CSC
ATTN: STACY EARNEST

SUBJECT: COMPUTER ASSOCIATES, INC.
Ref. Number: W97000027885

RESUBMIT

Please give original
submission date as file date.

We have received your document for COMPUTER ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name you wish to adopt, CASS, INC., is also unavailable for use in Florida. Please note that you may call the number below to make a preliminary check of any name you wish to adopt. Attached is a new, blank resolution form as well as your original resolution.

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) 487-6958.

Lee Rivers
Document Examiner

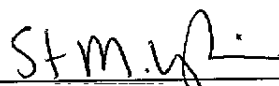
Letter Number: 197A00060636

97 DEC 31 PM 1:20
RECEIVED
SECRETARIAT

Steven M. Woghin, Secretary of Computer Associates, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 22nd day of December, 1997.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternative name **COMPUTER ASSOCIATES OF DELAWARE, INC.** for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act, and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."


Steven M. Woghin, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 PM 3:31

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. Computer Associates, 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. 11-3404594

(FEI number, if applicable)

4. 11/5/97

(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. _____

1 Computer Associates Plaza Islandia, New York 11788

(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized.

(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.

Vicki Schreiber

(Registered agent's signature)

VICKI SCHREIBER
ASSISTANT VICE PRESIDENT

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: **Peter A. Schwartz**

Address: **1 Computer Associates Plaza Islandia, New York 11788**

Director: **Steven M. Woghin**

Address: **1 Computer Associates Plaza Islandia New York 11788**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 PM 3:31

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

President: **Peter A. Schwartz**

Address: **1 Computer Associates Plaza**

Islandia, New York 11788

Vice President: **Steven M. Woghin**

Address: **1 Computer Associates Plaza Islandia, New York 11788**

Secretary: **Steven M. Woghin**

Address: **1 Computer Associates Plaza Islandia, New York 11788**

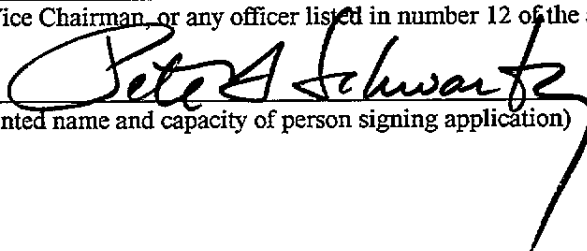
Treasurer: **Ira Zar**

Address: **1 Computer Associates Plaza**

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

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

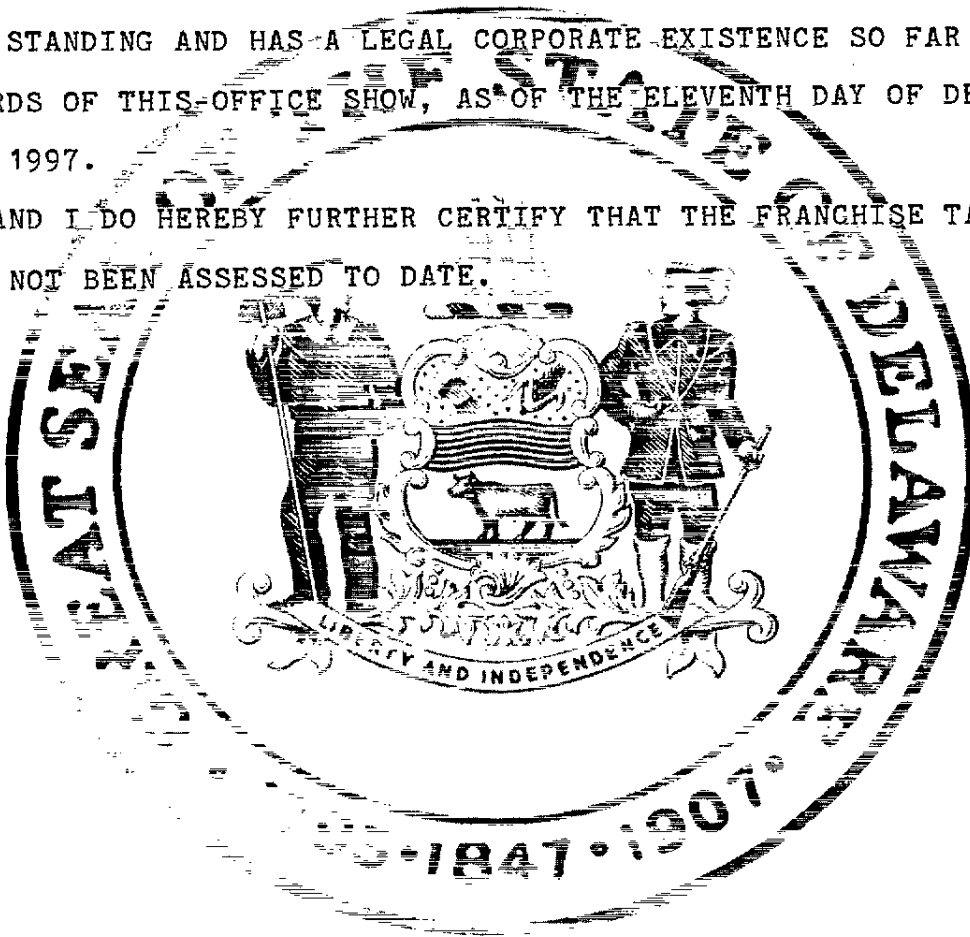
14. **Peter A. Schwartz President**
(Typed or printed name and capacity of person signing application)



Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPUTER ASSOCIATES, 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 ELEVENTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 PM 3:31



Edward J. Freel

Edward J. Freel, Secretary of State

2816132 8300

AUTHENTICATION: 8805503

971424772

DATE: 12-11-97