

F99000004186



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 334840 7130401

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pajito

ORDER DATE : August 9, 1999

ORDER TIME : 11:08 AM

ORDER NO. : 334840-005

CUSTOMER NO: 7130401

CUSTOMER: Ms. Emily Parrino
Dell Computer Corporation
One Dell Way
Legal Dept.
Round Rock, TX 78682-2244

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 13 PM 1:18

FOREIGN FILINGS

600002959596--8

NAME: DELL CATALOG SALES CORPORATION

XXXX QUALIFICATION (TYPE: CO)

(6)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

RECEIVED
99 AUG 13 PM 12:13
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janna Wilson

[Handwritten signature and stamp]

[Handwritten initials]
8/13/99

**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.*

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1. Dell Catalog Sales 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. 74-2687032

(FEI number, if applicable)

4. November 02, 1993

(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. c/o Thomas H. Welch, Jr., One Dell Way

Round Rock, TX 78682

(Current mailing address)

Holding a general partnership interest in a partnership that sells computers and related products. To engage in any act or activity for which corporations may be organized.

8. 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: 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.

Corporation Service Company

By: Richard J. Miles ASST. V.P.
(Registered agent's signature) RICHARD J. MILES

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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

14. R. Thomas Armstrong, Vice President
(Typed or printed name and capacity of person signing application)

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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Dell Catalog Sales Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Emily Parrino

(Name of Person)

(Firm/Company)

Suite Tax Dept., P.O. Box 149256

(Address)

Austin, TX 78714-9256

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Emily Parrino

(Name of Person)

at (512) 728 1795

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
|---|---|--|---|

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OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Dell Catalog Sales Corporation

List of Officers

Name: Michael S. Dell **Title:** CEO
Bus. Addr.: c/o Dell Catalog Sales Corp. One Dell Way, Round Rock, TX 78682

Name: Thomas H. Welch, Jr. **Title:** Secretary
Bus. Addr.: c/o Dell Catalog Sales Corp. One Dell Way, Round Rock, TX 78682

Name: Kevin Nater **Title:** Treasurer
Bus. Addr.: c/o Dell Catalog Sales Corp. One Dell Way, Round Rock, TX 78682

Name: R. Thomas Armstrong **Title:** Vice President
Bus. Addr.: c/o Dell Catalog Sales Corp. One Dell Way, Round Rock, TX 78682

Name: Jeffrey L. Maurice **Title:** Asst. Secretary
Bus. Addr.: c/o Dell Catalog Sales Corp. One Dell Way, Round Rock, TX 78682

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List of Directors

Name: Michael S. Dell **Term:** Jul 01, 2000
Bus. Addr.: c/o Dell Catalog Sales Corp. One Dell Way, Round Rock, TX 78682

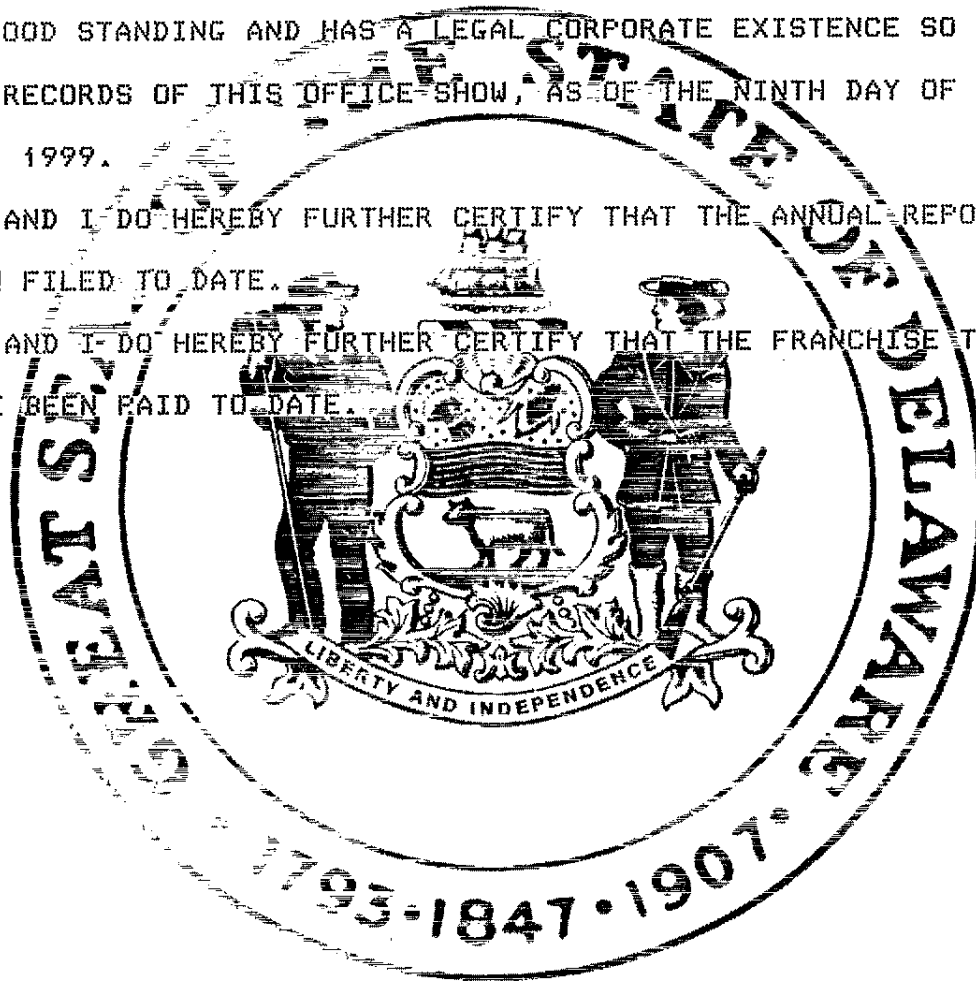
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DELL CATALOG SALES 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 NINTH DAY OF AUGUST, A.D. 1999.

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.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2357699 8300

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AUTHENTICATION:

9910785

DATE:

08-09-99