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State of Delaware

Office of the Secretary of State

FILED
in the Office of the Secretary of State
PAGE 1 of the State of California

AUG 24 2001

Bill Jones
BILL JONES, Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AWARD SOFTWARE INTERNATIONAL, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PHOENIX TECHNOLOGIES LTD." UNDER THE NAME OF "PHOENIX TECHNOLOGIES LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF AUGUST, A.D. 1999, AT 1:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIFTEENTH DAY OF AUGUST, A.D. 1999.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0966163

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DATE: 02-09-01

AUG-10-1999 13:05

CT CORPORATION

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:05 PM 08/12/1999
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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING**

AWARD SOFTWARE INTERNATIONAL, INC.
a California Corporation

INTO

PHOENIX TECHNOLOGIES LTD.
a Delaware Corporation

Phoenix Technologies Ltd., a Delaware corporation (the "Company"), does hereby certify that (i) the Company was incorporated on the 31st day of October, 1986 pursuant to the General Corporation Law of the State of Delaware, (ii) the Company owns all the capital stock of Award Software International, Inc., a California corporation, and (iii) the Board of Directors, at a meeting held on April 13th, 1998, determined to and did merge into itself said Award Software International, Inc., which resolution is in the following words to wit:

WHEREAS, the Company lawfully owns all the outstanding stock of Award Software International, Inc., a California corporation (the "Subsidiary"), and

WHEREAS, the Company desires to merge into itself the Subsidiary and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, that the Company merge into itself, and it does hereby merge into itself the Subsidiary and assumes all of its liabilities and obligations:

FURTHER RESOLVED, that the merger shall be effective as of August 15th, 1999;

FURTHER RESOLVED, that the President and Chief Executive Officer and the Secretary of the Company be and they hereby are directed to make and execute, under the corporate seal of the Company, a Certificate of Ownership and Merger setting forth a copy of the resolution, to merge the Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the officers of the Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its authorized officers, this 2nd day of August, 1999.



BY: [Signature]
RAVI NAIDU
Chief Executive Officer

BY: [Signature]
BARU CHI LUKURI
Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1468
SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

August 24, 2001

EXPIRATION DATE: November 15, 2001

AWARD SOFTWARE INTERNATIONAL INC
411 E PLUMERIA DR
SAN JOSE CA 95134-1924

ISSUED TO : AWARD SOFTWARE INTERNATIONAL, INC.
ENTITY ID : 1137669

This letter certifies that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid or are secured by bond, deposit, or other security.

Please note the following:

- * A final tax return, if not already filed, is due two months and 15 days after the close of the month in which dissolution or withdrawal takes place. If the corporation was inactive prior to that date, attach a statement to the tax return giving the date it became inactive.
- * Filed tax returns remain subject to audit until the expiration of the statute of limitations.
- * If the corporation does not file the tax returns, we may issue additional assessments.

We sent a copy of this Tax Clearance Certificate to the Secretary of State. Please retain this letter for your records.

PLEASE NOTE: By the expiration date above, the corporation must file all documents required by the Secretary of State to dissolve, withdraw, or merge. If the corporation does not complete this process, it will remain subject to the filing requirements of the Bank and Corporation Tax Law.

To obtain these documents, please write to:

SECRETARY OF STATE
1500 11th St., 3rd Floor
SACRAMENTO, CA 95814-5701

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You can also call them at (916) 657-5448 or access their website at
www.ss.ca.gov

Tax Clearance Unit
Taxpayer Services Center
Telephone (800) 852-5711

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