

0806592 A382244  
CERTIFICATE OF AMENDMENT

FILED *Mill*  
In the office of the Secretary of State  
of the State of California

OF  
RESTATED ARTICLES OF INCORPORATION  
OF

FEB 1 1990

*March Fong Eu*  
MARCH FONG EU, Secretary of State

APPLE COMPUTER, INC.

John Sculley and Albert A. Eisenstat certify that:

1. They are the Chairman, President and Chief Executive Officer, and the Senior Vice President and Secretary, respectively, of Apple Computer, Inc., a California corporation.

2. New Articles VI and VII are added to the Restated Articles of Incorporation of this corporation to read in their entirety as follows:

"VI

There shall be no right with respect to shares of stock of this corporation to cumulate votes in the election of directors.

VII

The directors shall be divided into two classes, designated Class I and Class II. Each class shall consist of one-half of the directors or as close an approximation as possible. The initial term of office of the directors of Class I shall expire at the annual meeting to be held during fiscal year 1991 and the initial term of office of the directors of Class II shall expire at the annual meeting to be held during fiscal year 1992. At each annual meeting, commencing with the annual meeting to be held during fiscal year 1991, each of the successors to the directors of the class whose term shall have expired at such annual meeting shall be elected for a term running until the second annual meeting next succeeding his or her election and until his or her successor shall have been duly elected and qualified."

3. The foregoing amendment of the Restated Articles of Incorporation of this corporation was duly approved by the Board of Directors at its meeting held on November 7-8, 1989, at which a quorum was present and acting throughout.

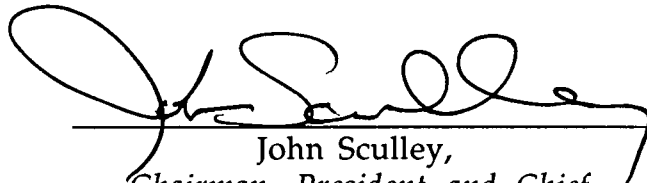
4. The foregoing amendment of the Restated Articles of Incorporation of this corporation was duly approved by the required vote of shareholders in accordance with Sections 902 and 301.5 of the California Corporations Code, at a meeting held on January 31, 1990. The corporation has no shares of Preferred Stock outstanding. The total number of shares of Common Stock outstanding at the record date for determining shareholders entitled to vote

was 125,692,670. The number of shares of Common Stock voting in favor of the amendment equaled or exceeded the vote required, which was more than 50% of the Common Stock.

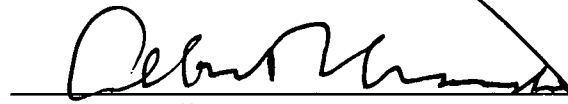
5. This corporation is a "listed corporation" within the meaning of subdivision (d) of Section 301.5 of the California Corporations Code because it has outstanding Common Stock designated as qualified for trading as a national market system security on the National Association of Securities Dealers Automatic Quotation System and had at least 800 holders of its Common Stock as of the record date of its most recent annual meeting of shareholders, which was held on January 31, 1990.

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Cupertino, California on January 31, 1990.



John Sculley,  
*Chairman, President and Chief  
Executive Officer*



Albert A. Eisenstat,  
*Senior Vice President and Secretary*