

2405043

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

FILED
in the office of the Secretary of State
of the State of California

FEB 22 2002 KML

Bill Jones
BILL JONES, Secretary of State

Kontron America, Incorporated

(Name of Corporation)

_____, a corporation organized and existing under the
laws of Delaware, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is 10260 Sequence Dr.
San Diego CA 92121
2. The address of its principal office in the State of California is 10260 Sequences Dr.
San Diego CA 92121

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA
(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process agent is a natural person.)

_____, a natural person residing in the State of
California, whose complete address is _____

_____, is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

CT Corporation System, a corporation organized and existing
under the laws of Delaware, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

**NOTE: Corporate agents must have complied with California Corporations Code Section 1505
prior to designation.**

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to service
of process on the Secretary of State of the State of California if the agent so designated or the agent's
successor is no longer authorized to act or cannot be found at the address given.

Kathleen R Winer
(Signature of Corporate Officer)

Kathleen R Winer, Secretary
(Typed Name and Title of Officer Signing)

Delaware

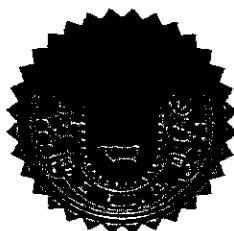
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KONTRON AMERICA, INCORPORATED" 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 FIRST DAY OF FEBRUARY, A.D. 2002.

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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1592111

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DATE: 02-01-02