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

CERTIFICATE OF OWNERSHIP  
OF  
APPLE COMPUTER, INC.

SEP 26 1997  
*Bill Jones*  
Bill Jones, Secretary of State

1. FRED D. ANDERSON AND JOHN B. DOUGLAS III are the executive vice president and the secretary, respectively, of APPLE COMPUTER, INC., a California corporation (the "Corporation").

2. The Corporation owns 100 percent of the outstanding shares of NEWTON, INC., a corporation organized under the laws of the State of California.

3. The following resolution was duly adopted by the board of directors of the Corporation:

RESOLVED, that the Corporation shall merge into itself Newton, Inc., its wholly-owned subsidiary corporation, and shall assume all the liabilities of said subsidiary corporation.

Each of the undersigned declares under penalty of perjury that the matters set out in the foregoing Certificate are true of his own knowledge. Executed at Cupertino, California on September 22, 1997.



Fred D. Anderson, Executive Vice  
President and Chief Financial Officer



John B. Douglas III, Secretary