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FILED
In the Office of the Secretary of State
of the State of California

SEP 27 2001 *ELB*

Bill Jones
BILL JONES, Secretary of State

CERTIFICATE OF OWNERSHIP

OF

ACI REAL PROPERTIES, INC.,
a Delaware corporation

INTO

APPLE COMPUTER, INC.,
a California corporation

The undersigned hereby certifies as follows:

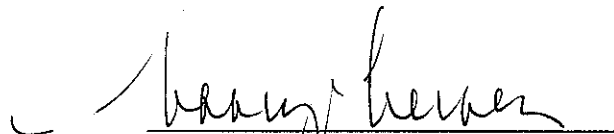
1. She is the Senior Vice President, General Counsel and Secretary of Apple Computer, Inc. (hereinafter referred to as the "Parent Corporation"), a business corporation of the State of California which will be the surviving corporation under the merger herein certified.
2. ACI Real Properties, Inc., a wholly-owned subsidiary of the Parent Corporation (hereinafter referred to as the "Subsidiary Corporation"), is a business corporation of the State of Delaware and will be the disappearing corporation under the merger herein certified.
3. The Parent Corporation is the owner of 100% of the outstanding shares of each class of stock of the Subsidiary Corporation.
4. The laws of the State of Delaware permit the merger of one or more Delaware business corporations with and into a business corporation of another jurisdiction.
5. Attached hereto as Exhibit A is the Plan of Merger, pursuant to which the Parent Corporation merges the Subsidiary Corporation with and into the Parent Corporation, whereby the Parent Corporation becomes the surviving corporation.
6. The Board of Directors of the Parent Corporation adopted and approved the merger of its Subsidiary Corporation with and into the Parent Corporation and authorized the attached Plan of Merger on August 29, 2001.
7. Pursuant to the Plan of Merger, the Parent Corporation shall assume all of the liabilities and obligations of the Subsidiary Corporation.
8. The Parent Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary

Corporation, as well as for enforcement of any obligation of the Parent Corporation arising from the merger herein provided for, does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding, and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Apple Computer, Inc.
One Infinite Loop MS 301-4GC
Cupertino, CA 95014

On the date set forth below, in the City of Cupertino, State of California, the undersigned does hereby declare under penalty of perjury under the laws of the State of California that the foregoing certificate was signed in the official capacities set forth beneath her signature, and that the statements set forth in said certificate are true of her own knowledge.

Executed on September 24, 2001

A handwritten signature in cursive script, appearing to read "Nancy R. Hemen", is written over a horizontal line.

Nancy R. Hemen
Senior Vice President, General
Counsel and **Secretary**

PLAN OF MERGER
OF
APPLE COMPUTER, INC.,
a California Corporation,
AND
ACI REAL PROPERTIES, INC.,
a Delaware Corporation

This Plan of Merger (the "Plan of Merger") is approved on September 21, 2001 by Apple Computer, Inc., a California corporation and the parent corporation of its wholly-owned subsidiary, ACI Real Properties, Inc., a Delaware corporation.

WHEREAS, Apple Computer, Inc., a California corporation (the "Surviving Parent Corporation") owns one hundred percent of the outstanding stock of ACI Real Properties, Inc., its Delaware subsidiary (the "Wholly-Owned Subsidiary Corporation"); and

WHEREAS, the Board of Directors of the Surviving Parent Corporation has adopted and approved the merger of the Wholly-Owned Subsidiary Corporation with and into the Surviving Parent Corporation upon the terms and subject to the conditions set forth in this Plan of Merger and in accordance with the California General Corporation Law and the Delaware General Corporation Law; and

WHEREAS, said merger is intended to be a reorganization under Section 368 of the Internal Revenue Code; and

WHEREAS, the Surviving Parent Corporation is a business corporation of the State of California with its registered office located at One Infinite Loop, City of Cupertino, County of Santa Clara; and

WHEREAS, the Wholly-Owned Subsidiary Corporation is a business corporation of the State of Delaware with its registered office located at 1 Infinite Loop, City of Cupertino, County of Santa Clara and its registered agent in Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, De 19801 And

WHEREAS, the General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of California permits a merger of a wholly-owned business corporation of another jurisdiction with and into a business

corporation of the State of California by the filing of a Certificate of Ownership setting forth the plan of merger approved by the Surviving Parent Corporation; and

WHEREAS, the Surviving Parent Corporation deems it advisable and to the advantage, welfare, and best interests of said corporation and its shareholders to merge the Wholly-Owned Subsidiary Corporation with and into the Surviving Parent Corporation pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and subject to the conditions set forth herein;

NOW, THEREFORE, by a resolution adopted by the Board of Directors of the Surviving Parent Corporation vesting authority in its officers to carry out and take all actions, execute all necessary papers and do any and all things deemed necessary or advisable in order to effectuate a merger of a Wholly-Owned Subsidiary Corporation with and into the Surviving Parent Corporation, the Plan of Merger, together with any provisions required or permitted to be set forth therein, is as hereinafter set forth.

1. The Wholly-Owned Subsidiary Corporation shall, pursuant to the provisions of the General Corporation Law of the State of California and the provisions of the General Corporation Law of the State of Delaware, be merged with and into the Surviving Parent Corporation, which shall continue to exist as said Surviving Parent Corporation under the name Apple Computer, Inc. pursuant to the provisions of the General Corporation Law of the State of California. The separate existence of the Wholly-Owned Subsidiary Corporation shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. Said Surviving Parent Corporation agrees that it will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of California, and that they will cause to be performed all necessary acts within the State of Delaware and the State of California to effect the Merger.

3. The Surviving Parent Corporation will be responsible for the payment of all fees and franchise taxes of the Wholly-Owned Subsidiary Corporation and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

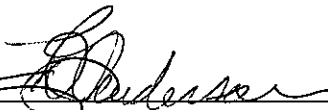
4. The Surviving Parent Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Wholly-Owned Subsidiary Corporation, as well as for enforcement of any obligation of the Surviving Parent Corporation arising from the merger herein provided for and does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding, and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Apple Computer, Inc.
One Infinite Loop MS 301-4GC
Cupertino, CA 95014

5. Pursuant to the provisions of Subsection (g) of Section 1110 of the General Corporation Law of the State of California, the Merger shall be effective upon the filing of the Certificate of Ownership with the Secretary of the State of California.

IN WITNESS WHEREOF, this Plan of Merger is hereby executed on behalf of the Surviving Parent Corporation.

APPLE COMPUTER, INC.,
a California corporation

By: 

Name: Fred D. Anderson

Title: Executive Vice President and CFO