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

CERTIFICATE OF OWNERSHIP

APR 6 1992

March Fong Eu
MARCH FONG EU, Secretary of State

Michael H. Spindler and Albert A. Eisenstat certify that:

1. They are the President & Chief Operating Officer and the Executive Vice President & Secretary, respectively, of Apple Computer, Inc., (the "Corporation"), a California corporation.
2. This Corporation owns 100% of all the outstanding shares of Network Innovations Corporation ("NI"), a California corporation.
3. The Board of Directors of the Corporation duly adopted the following resolution:

"WHEREAS, this Corporation owns 100 percent of the outstanding shares of Network Innovations Corporation ("NI"), a California corporation; and

WHEREAS, it is deemed in the best interests of this Corporation to effect a merger of NI into this Corporation and that such merger qualify as a tax-free liquidation under Section 332 of the Internal Revenue Code of 1986, as amended,

NOW, THEREFORE BE IT RESOLVED, that NI be merged into this Corporation pursuant to Section 1110 of the California Corporations Code.

RESOLVED FURTHER, that the officers of this Corporation are hereby directed to do all acts and to execute, verify, and file all documents necessary to effectuate the merger of NI into this Corporation pursuant to Section 1110 of the California Corporations Code.

RESOLVED FURTHER, that this Corporation shall assume all of the assets of NI, subject to its liabilities, in cancellation of NI's stock to this Corporation as owner of all of its issued and outstanding stock.

RESOLVED FURTHER, that the appropriate officers of the Corporation are authorized and directed to take all such other actions and execute all such documents as they shall deem necessary or advisable in furtherance of the intent of the foregoing resolutions."

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: March 30, 1992

By: 

Michael H. Spindler
President & Chief Operating
Officer

By: 

Albert A. Eisenstat
Executive Vice President &
Secretary