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CERTIFICATE OF AMENDMENT  
OF  
RESTATED ARTICLES OF INCORPORATION  
OF  
APPLE COMPUTER, INC.

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

**MAY - 4 2000**

*Bill Jones*  
BILL JONES, Secretary of State

Fred D. Anderson and Nancy R. Heinen certify that:

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

2. Articles III of the Restated Articles of Incorporation of this corporation is amended to read in its entirety as follows:

"III.

This corporation is authorized to issue two classes of shares designated respectively "Common Stock" and "Preferred Stock". The number of shares of Common Stock which this corporation is authorized to issue is 900,000,000 and the number of shares of Preferred Stock which this corporation is authorized to issue is 5,000,000."

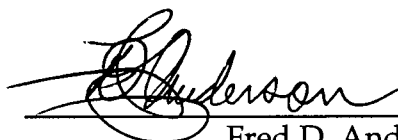
3. The foregoing amendment of the Restated Articles of Incorporation of this corporation was duly approved by unanimous written consent of the Board of Directors on February 11, 2000.

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 April 20, 2000. The corporation has 150,000 shares of non-voting Preferred Stock outstanding. The total number of shares of Common Stock outstanding at the record date for determining shareholders entitled to vote was 162,298,567. 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.

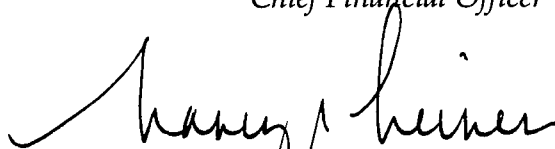
5. This corporation is a "listed corporation" within the meaning of subdivision (d) of Section 301.5 of the California Corporations Code because it has outstanding Common Stock designated as qualified for trading as a national market system security on the National Association of Securities Dealers Automatic 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 April 20, 2000.

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 May 1, 2000.



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



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