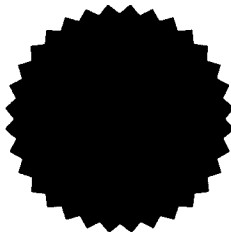


Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HEWLETT-PACKARD COMPANY", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2001, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2858384 8100

AUTHENTICATION: 1665667

020170120

DATE: 03-14-02

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
HEWLETT-PACKARD COMPANY**

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Hewlett-Packard Company, a Delaware corporation (hereinafter called the "Corporation"), does hereby certify as follows:

FIRST: The first paragraph of Article IV of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

The Corporation is authorized to issue two classes of stock to be designated, respectively, Preferred Stock, par value \$0.01 per share ("Preferred"), and Common Stock, par value \$0.01 per share ("Common"). The total number of shares of Common that the Corporation shall have authority to issue is 9,600,000,000. The total number of shares of Preferred that the Corporation shall have authority to issue is 300,000,000. The Preferred Stock may be issued from time to time in one or more series.

SECOND: Section A of Article VI of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors of this Corporation shall be not less than eight (8) nor more than seventeen (17). The exact number of directors shall be fixed and may be changed from time to time, within the limits specified above, by an amendment to the Bylaws duly adopted by the stockholders or by the Board of Directors.

THIRD: The foregoing amendments were duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Hewlett-Packard Company has caused this Certificate to be duly executed in its corporate name the 27th day of February, 2001.

HEWLETT-PACKARD COMPANY

By: Ann O. Baskins
Ann O. Baskins
Vice President, General Counsel & Secretary