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Document Number Only

C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

000002762040--0

-02/02/99--01066--017

***2370.00 ***2370.00

Fairchild Semiconductor Corporation

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Fairchild Semiconductor Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 77-0449095
(FEI number, if applicable)
4. February 10, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 333 Western Avenue, South Portland, Maine 04106

(Current mailing address)
8. All lawful purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Salvina Amenth-Gray
(Registered agent's signature) (Officer)

Salvina Amenth-Gray, Special Asst. Secretary
(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

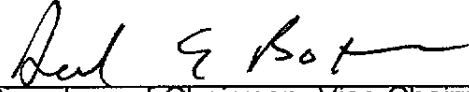
Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel E. Boxer, General Counsel, CAO and Secretary

(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Fairchild Semiconductor Corporation**

1. Kirk P. Pond
333 Western Avenue
South Portland, Maine 04106
2. Joseph R. Martin
333 Western Avenue
South Portland, Maine 04106
3. Richard M. Cashin, Jr.
333 Western Avenue
South Portland, Maine 04106
4. Brian L. Halla
333 Western Avenue
South Portland, Maine 04106
5. Paul C. Schorr, IV
333 Western Avenue
South Portland, Maine 04106
6. Ronald W. Shelly
333 Western Avenue
South Portland, Maine 04106
7. William N. Stout
333 Western Avenue
South Portland, Maine 04106

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Fairchild Semiconductor Corporation**

1. Kirk P. Pond, President/CEO
333 Western Avenue
South Portland, Maine 04106
2. Joseph R. Martin, Executive Vice President/CFO
333 Western Avenue
South Portland, Maine 04106
3. Daniel E. Boxer, General Counsel, CAO and Secretary
333 Western Avenue
South Portland, Maine 04106
4. Matthew Towse, Treasurer
333 Western Avenue
South Portland, Maine 04106
5. Jerry Baker, Executive Vice President of Memory and Discreet Gr
333 Western Avenue
South Portland, Maine 04106
6. W. Wayne Carlson, Executive Vice President of Logic Group
333 Western Avenue
South Portland, Maine 04106
7. Darrell Mayeux, Senior Vice President of Worldwide Sales and Marketing
333 Western Avenue
South Portland, Maine 04106
8. David Henry, Controller
333 Western Avenue
South Portland, Maine 04106

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State of Delaware
Office of the Secretary of State

PAGE 1

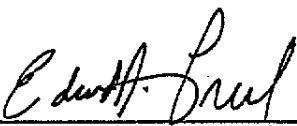
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRCHILD SEMICONDUCTOR CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9514494

991011329

DATE: 01-11-99