

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, 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 "JABIL CIRCUIT, INC.", CHANGING ITS NAME FROM "JABIL CIRCUIT, INC." TO "JABIL INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JUNE, A.D. 2017, AT 8:01 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIFTH DAY OF JUNE, A.D. 2017.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

2288884 8100
SR# 20174538931

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202638037
Date: 06-02-17

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Jabil Circuit, Inc. held on April 20, 2017, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "One" so that, as amended, said Article shall be and read as follows: "The name of the Corporation is Jabil Inc. (the "Corporation")."

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment shall be effective as of June 5, 2017.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 1st day of June, 2017.

By: .
Authorized Officer

Title: EVP and General Counsel

Name: Robert L. Katz

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "JABIL CIRCUIT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 1992, AT 3 O'CLOCK P.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1992, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE ELEVENTH DAY OF DECEMBER, A.D. 1992, AT 4 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTEENTH DAY OF MARCH, A.D. 1993, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF MAY, A.D. 1997, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

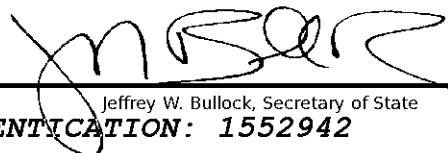
CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF



2288884 8100H

140978360

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1552942

DATE: 07-21-14

Delaware

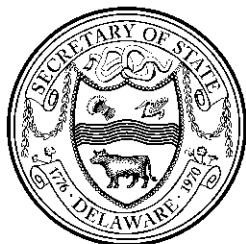
PAGE 2

The First State

FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SIXTH DAY OF
OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.

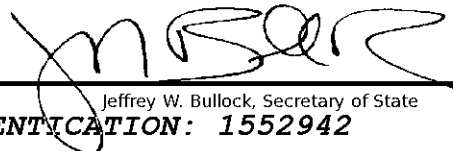
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "JABIL CIRCUIT, INC.".



2288884 8100H

140978360

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1552942

DATE: 07-21-14

CERTIFICATE OF INCORPORATION

OF

JABIL CIRCUIT, INC.

- FIRST:** The name of the corporation is Jabil Circuit, Inc. (the "Corporation").
- SECOND:** The address of the Corporation's registered office in the State of Delaware is 32 Loockerman Square, Suite L-100, City of Dover, County of Kent, zip code 19901. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.
- THIRD:** The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- FOURTH:** This corporation is authorized to issue two classes of shares to be designated respectively Preferred Stock ("Preferred") and Common Stock ("Common"). The total number of shares of Preferred this corporation shall have authority to issue shall be 10,000, \$.001 par value, and the total number of shares of Common which this corporation shall have the authority to issue shall be 150,000, \$.001 par value.

The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board). The Board of Directors is further authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares in any such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

- FIFTH:** The name and mailing address of the incorporator are as follows:

Richard J. Char, Esq.
Wilson, Sonsini, Goodrich & Rosati
Two Palo Alto Square
Palo Alto, CA 94306

- SIXTH: The Corporation is to have perpetual existence.
- SEVENTH: Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.
- EIGHTH: The number of directors which constitute the whole Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.
- NINTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.
- TENTH: (a) To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.
- (b) The corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the corporation or any predecessor of the corporation or serves or served at any other enterprise as a director, officer or employee at the request of the corporation or any predecessor to the corporation.
- (c) Neither any amendment nor repeal of this Article, nor the adoption of any provision of this corporation's Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ELEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

TWELFTH: Following the effectiveness of the registration of any class of securities of the Corporation pursuant to the requirements of the Securities Exchange Act of 1934, as amended, no action shall be taken by the stockholders of the Corporation except at an annual or special meeting of the stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders by written consent."

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed and that the facts stated herein are true.

Dated: February 20, 1992


Richard J. Char, Esq.

**AGREEMENT AND PLAN OF MERGER
OF JABIL CIRCUIT, INC.
A DELAWARE CORPORATION,
AND
JABIL CIRCUIT CO.,
A MICHIGAN CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of February 27, 1992 (the "Agreement") is between Jabil Circuit, Inc., a Delaware corporation ("Jabil Delaware"), and Jabil Circuit Co., a Michigan corporation ("Jabil Michigan"). Jabil Delaware and Jabil Michigan are sometimes referred to herein as the "Constituent Corporations".

RECITALS

A. Jabil Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 160,000 shares, \$.001 par value, 150,000 of which are designated "Common Stock", and 10,000 of which are designated "Preferred Stock". As of February 27, 1992, 1,000 shares of Common Stock were issued and outstanding, all of which are held by Jabil Michigan.

B. Jabil Michigan is a corporation duly organized and existing under the laws of the State of Michigan and has an authorized capital of 125,000 shares, \$1.00 par value, 105,000 of which are designated "Voting Common Shares", and 25,000 of which are designated "Non-Voting Common Shares". As of February 27, 1992, 100,680 Voting Common Shares and 7,050 Non-Voting Common Shares were issued and outstanding.

C. The Board of Directors of Jabil Michigan has determined that, for the purpose of effecting the reincorporation of Jabil Michigan in the State of Delaware, it is advisable and in the best interests of Jabil Michigan and its shareholders that Jabil Michigan merge with and into Jabil Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of Jabil Delaware and Jabil Michigan have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective shareholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Jabil Delaware and Jabil Michigan hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I

MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Michigan Public Acts of 1972, as amended, Jabil Michigan shall be merged with and into Jabil Delaware (the Merger"), the separate existence of Jabil Michigan shall cease and Jabil Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation", and the name of the Surviving Corporation shall be Jabil Circuit, Inc.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the shareholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the Michigan Public Acts of 1972, as amended;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(d) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Michigan Public Acts of 1972, as amended, shall have been filed with the Secretary of State of the State of Michigan.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger".

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Jabil Michigan shall cease and Jabil Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Jabil Michigan's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Jabil Michigan in the manner as more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of its debts, liabilities and obliga-

tions as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Jabil Michigan in the same manner as if Jabil Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Michigan Public Acts of 1972, as amended.

II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Jabil Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Jabil Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Jabil Michigan immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III

MANNER OF CONVERSION OF STOCK

3.1 Jabil Michigan Voting Common Shares. Upon the Effective Date of the Merger, each share of Jabil Michigan Voting Common Shares issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$.001 par value, of the Surviving Corporation. All of the Surviving Corporation's Common Stock shall be voting stock.

3.2 Jabil Michigan Non-Voting Common Shares. Upon the Effective Date of the Merger, each share of Jabil Michigan Non-Voting Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$.001 par value, of the Surviving Corporation. All of the Surviving Corporation's Common Stock shall be voting stock.

3.3 Jabil Michigan Options, Stock Purchase Rights and Convertible Securities. Upon the Effective Date of the Merger, the Surviving Corporation shall assume and continue the stock option plans (including the Incentive Stock Option Plan of Jabil Circuit Co. and the Non-Qualified Stock Option Plan of Jabil Circuit Co.) and all other employee benefit plans (including the Restated Cash or Deferred Profit Sharing Plan of Jabil Circuit Co. (as amended and restated effective September 1, 1989)) of Jabil Michigan. Each outstanding and unexercised option, other right to purchase or security convertible into, Jabil Michigan Voting Common Shares or Non-Voting Common Shares shall become an option, right to purchase or a security convertible into the Surviving Corporation's Common Stock on the basis of one share of the Surviving Corporation's Common Stock for each share of Jabil Michigan Voting Common Shares or Non-Voting Common Shares Stock issuable pursuant to any such option, stock purchase right or convertible security, on the same terms and conditions and at an exercise price per share equal to the exercise price applicable to any such Jabil Michigan option, stock purchase right or other convertible security at the Effective Date of the Merger.

A number of shares of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of options, stock purchase rights and convertible securities equal to the number of shares of Jabil Michigan Voting Common Shares and Non-Voting Common Shares so reserved immediately prior to the Effective Date of the Merger.

3.4 Jabil Delaware Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, \$.001 par value, of Jabil Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Jabil Delaware, the holder of such shares or any other person, be cancelled and returned to the status of authorized but unissued shares.

3.5 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Jabil Michigan Voting Common Shares or Non-Voting Common Shares may, at such stockholder's option, surrender the same for

cancellation to Wilson, Sonsini, Goodrich & Rosati, P.C., as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Jabil Michigan Voting Common Shares or Non-Voting Common Shares shall be deemed for all purposes to represent the number of whole shares of the Surviving Corporation's Common Stock into which such shares of Jabil Michigan Voting Common Shares or Non-Voting Common Shares were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Jabil Michigan so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of Jabil Delaware stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of Jabil Delaware that such tax has been paid or is not payable.

IV

GENERAL

4.1 Covenants of Jabil Delaware. Jabil Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) Qualify to do business as a foreign corporation in the State of Michigan and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Act 284 of the Michigan Public Acts of 1972, as amended;

(b) File any and all documents with the appropriate tax authority of the State of Michigan necessary for the assumption by Jabil Delaware of all of the corporate and/or franchise tax liabilities of Jabil Michigan; and

(c) Take such other actions as may be required by the Michigan Public Acts of 1972, as amended.

4.2 Further Assurances. From time to time, as and when required by Jabil Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Jabil Michigan such deeds and other instruments, and there shall be taken or caused to be taken by Jabil Delaware and Jabil Michigan such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Jabil Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Jabil Michigan and otherwise to carry out the purposes of this Agreement, and the officers and directors of Jabil Delaware are fully authorized in the name and on behalf of Jabil Michigan or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Jabil Michigan or Jabil Delaware, or both, notwithstanding the approval of this Agreement by the shareholders of Jabil Michigan or by the sole stockholder of Jabil Delaware, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretaries of State of the States of Michigan and Delaware, provided that an amendment made subsequent to the adoption of this

Agreement by the shareholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class of shares or series thereof of such Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located at 32 Loockerman Square, Suite L-100, in the City of Dover, Delaware 19901, County of Kent, and The Prentice-Hall Corporation System, Inc. is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 10800 Roosevelt Boulevard, St. Petersburg, Florida 33716 and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Michigan Public Acts of 1972, as amended.

4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement, having first been approved by resolutions of the Boards of Directors of Jabil Delaware and Jabil Michigan, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

JABIL CIRCUIT, INC.
a Delaware corporation

By: 

Thomas A. Sansone,
President

ATTEST:



Linda Moore, Secretary

JABIL CIRCUIT CO.
a Michigan corporation

By: 

Thomas A. Sansone,
President

ATTEST:



Linda Moore, Secretary

JABIL CIRCUIT, INC.
(Surviving Corporation)
OFFICERS' CERTIFICATE

Thomas A. Sansone and Linda Moore certify that:

1. They are the President and the Secretary, respectively, of Jabil Circuit, Inc. a corporation organized under the laws of the State of Delaware.

2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock".

3. There are 1,000 shares of Common Stock outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto (the "Merger Agreement"). There are no shares of Preferred Stock outstanding.

4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class of stock which equaled or exceeded the vote required.

5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of outstanding shares of Common Stock.

6. Thomas A. Sansone and Linda Moore further declare under penalty of perjury under the laws of the State of Delaware that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

Executed in St. Petersburg, Florida on February 27, 1992.



Thomas A. Sansone



Linda Moore

JABIL CIRCUIT CO.
(Michigan Corporation)
OFFICERS' CERTIFICATE

Thomas A. Sansone and Linda Moore certify that:

1. They are the President and the Secretary, respectively, of Jabil Circuit Co., a corporation organized under the laws of the State of Michigan.

2. The corporation has authorized two classes of stock, designated "Voting Common Shares" and "Non-Voting Common Shares".

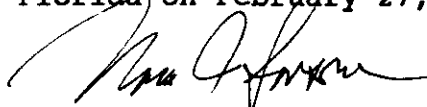
3. There were 100,680 shares of Voting Common Shares, and 7,050 shares of Non-Voting Common Shares outstanding as of the date the shareholders' written consent was solicited which approved the Agreement and Plan of Merger attached hereto (the "Merger Agreement").

4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class of stock which equaled or exceeded the vote required.


5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of outstanding shares of the Voting Common Shares.

6. Thomas A. Sansone and Linda Moore further declare under penalty of perjury under the laws of the State of Michigan that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

Executed in St. Petersburg, Florida on February 27, 1992.



Thomas A. Sansone



Linda Moore

JABIL CIRCUIT, INC.
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Jabil Circuit, Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a telephonic meeting of the Board of Directors of Jabil Circuit, Inc. held on Monday, December 7, 1992, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Fourth" so that, as amended said Article shall be and read as follows:

FOURTH: This corporation is authorized to issue two classes of shares to be designated respectively Preferred stock ("Preferred") and Common Stock ("Common"). The total number of shares of Preferred this corporation shall have authority to issue shall be 1,000,000, \$.001 par value, and the total number of shares of Common which this corporation shall have the authority to issue shall be 20,000,000, \$.001 par value. Upon the amendment of this Article Fourth as herein set forth, each outstanding share of Common Stock of this corporation is split up and converted into 100 shares of Common Stock.

The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board). The Board of Directors is further authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred stock and, to fix the number of shares of any series of Preferred Stock

and the designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of any series subsequent to the issue of shares of that series.


SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation law of the state of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

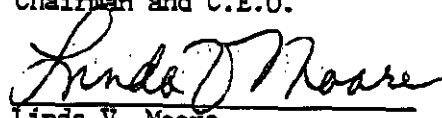
FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Jabil Circuit, Inc. has caused this certificate to be signed by William D. Morean, its Chairman, and Linda V. Moore, its Secretary, this 7th day of December, 1992.

BY:


William D. Morean,
Chairman and C.E.O.

ATTEST:


Linda V. Moore,
General Counsel and Secretary

CERTIFICATE OF CHANGE OF REGISTERED AGENT

AND

REGISTERED OFFICE

Jabil Circuit, Inc. , a corporation organized and existing
under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY
CERTIFY:

The present registered agent of the corporation is The Prentice-Hall Corporation
System, Inc. and the present registered office of the
corporation is in the county of Kent

The Board of Directors of Jabil Circuit, Inc.
adopted the following resolution on the 9th day of March, 19 93

Resolved, that the registered office of Jabil Circuit, Inc.

in the state of Delaware be and it hereby is changed to Corporation Trust Center, 1209
Orange Street, in the City of Wilmington, County of New Castle, and the authorization of
the present registered agent of this corporation be and the same is hereby withdrawn, and
THE CORPORATION TRUST COMPANY, shall be and is hereby constituted and ap-
pointed the registered agent of this corporation at the address of its registered office.

IN WITNESS WHEREOF, Jabil Circuit, Inc. has caused
this statement to be signed by Thomas A. Sansone, its
President and attested by Linda V. Moore,
its Secretary this 9th day of March, 1993.
By _____ President

ATTEST:

By Linda V. Moore
Secretary

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
JABIL CIRCUIT, INC.**



Thomas A. Sansone and Linda V. Moore each hereby certifies that:

(1) They are the President and Secretary, respectively, of Jabil Circuit, Inc., a Delaware corporation, the original Certificate of Incorporation of which was filed with the Secretary of State of the State of Delaware on February 21, 1992.

(2) The first paragraph of Article "FOURTH" of the Articles of Incorporation of this corporation is amended to read in its entirety as follows:

"This corporation is authorized to issue two classes of shares to be designated respectively Preferred Stock ("Preferred") and Common Stock ("Common"). The total number of shares of Preferred this corporation shall have authority to issue shall be 1,000,000, \$.001 par value, and the total number of shares of Common with this corporation shall have the authority to issue shall be 60,000,000, \$.001 par value".

(3) The aforementioned amendment to the Certificate of Incorporation of this corporation has been duly adopted in accordance with the provision of Section 242(b)(1) of the General Corporation Law of the State of Delaware, (a) the Board of Directors of this corporation having duly adopted a resolution setting forth such amendment, declaring its advisability, and directing that it be considered at the next annual meeting of shareholders, and (b) the stockholders of this corporation having duly adopted such amendment by vote of the holders of a majority of the outstanding stock entitled to vote thereon at such annual meeting of stockholders duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware.

We hereby further declare and certify under penalty of perjury under the Laws of the State of Delaware that the facts set forth in the foregoing certificate are true and correct of our own knowledge and that this Certificate is our act and deed.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment of Certificate of Incorporation on this 23rd day of January, 1997.

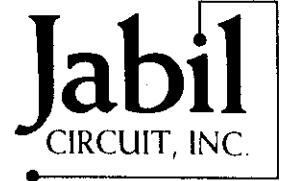
A handwritten signature in dark ink, appearing to read "T. Sansone", written over a horizontal line.

Thomas A. Sansone, President

Attest:

A handwritten signature in dark ink, appearing to read "Linda V. Moore", written over a horizontal line.
Linda V. Moore, Secretary

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
JABIL CIRCUIT, INC.



Timothy L. Main and Robert L. Paver each hereby certifies that:

(1) They are the President and Secretary, respectively, of Jabil Circuit, Inc., a Delaware corporation, the original Certificate of Incorporation of which was filed with the Secretary of State of the State of Delaware on February 21, 1992.

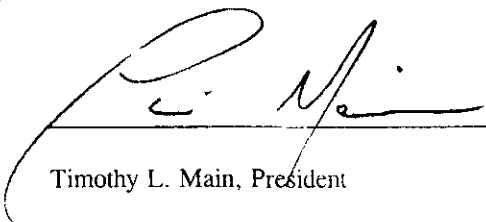
(2) The first paragraph of Article "FOURTH" of the Articles of Incorporation of this corporation is amended to read in its entirety as follows:

"This corporation is authorized to issue two classes of shares to be designated respectively Preferred Stock ("Preferred") and Common Stock ("Common"). The total number of shares of Preferred this corporation shall have the authority to issue shall be 1,000,000, \$.001 par value, and the total number of shares of Common this corporation shall have the authority to issue shall be 120,000,000, \$.001 par value."

(3) The aforementioned amendment to the Certificate of Incorporation of this corporation has been duly adopted in accordance with the provision of Section 242(b)(1) of the General Corporation Law of the State of Delaware, (a) the Board of Directors of this corporation having duly adopted a resolution setting forth such amendment, declaring its advisability, and directing that it be considered at the next annual meeting of shareholders, and (b) the stockholders of this corporation having duly adopted such amendment by vote of the holders of a majority of the outstanding stock entitled to vote thereon at such annual meeting of stockholders duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware.

We hereby further declare and certify under penalty of perjury under the laws of the State of Delaware that the facts set forth in the foregoing certificate are true and correct of our own knowledge and that this Certificate is our act and deed.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment of Certificate of Incorporation on this 28th day of January, 1999.



Timothy L. Main, President

Attest:



Robert L. Paver, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 01/28/1999
991036009 - 2288884

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
JABIL CIRCUIT, INC.**

Timothy L. Main and Robert L. Paver each hereby certifies that:

(1) They are the President and Secretary, respectively, of Jabil Circuit, Inc., a Delaware corporation, the original Certificate of Incorporation of which was filed with the Secretary of State of the State of Delaware on February 21, 1992, which was amended by Certificates of Amendment of Certificate of Incorporation filed with the Secretary of State of the State of Delaware on December 11, 1992, May 29, 1997 and January 28, 1999.

(2) The second sentence of the first paragraph of Article "FOURTH" of the Articles of Incorporation of this corporation, as previously amended, is amended to increase the number of authorized shares of Preferred Stock from "1,000,000" authorized shares to "10,000,000" authorized shares.


(3) The second sentence of the first paragraph of Article "FOURTH" of the Articles of Incorporation of this corporation, as previously amended, is amended to increase the number of authorized shares of Common Stock from "120,000,000" authorized shares to "250,000,000" authorized shares.

(4) The aforementioned amendments to the Certificate of Incorporation of this corporation have been duly adopted in accordance with the provision of Section 242(b)(1) of the General Corporation Law of the State of Delaware, (a) the Board of Directors of this corporation having duly adopted a resolution setting forth such amendments, declaring their advisability, and directing that they be considered at a meeting of shareholders, and (b) the stockholders of this corporation having duly adopted such amendments by vote of the holders of a majority of the outstanding stock entitled to vote thereon at such meeting of stockholders duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware.

We hereby further declare and certify under penalty of perjury under the laws of the State of Delaware that the facts set forth in the foregoing certificate are true and correct of our own knowledge and that this Certificate is our act and deed.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment of Certificate of Incorporation on this 28th day of January, 2000.

Attest:


Robert L. Paver, Secretary


Timothy L. Main, President

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
JABIL CIRCUIT, INC.**

Timothy L. Main and Robert L. Paver each hereby certifies that:

(1) They are the Chief executive Officer and Secretary, respectively, of Jabil Circuit, Inc., a Delaware corporation, the original Certificate of Incorporation of which was filed with the Secretary of State of the State of Delaware on February 21, 1992, which was amended by Certificates of Amendment of Certificate of Incorporation filed with the Secretary of State of the State of Delaware on December 11, 1992, May 29, 1997, January 28, 1999 and February 1, 2000.

(2) The first paragraph of Article "FOURTH" of the Articles of Incorporation of this corporation, as previously amended, is amended to read in its entirety as follows:

"This corporation is authorized to issue two classes of shares to be designated respectively Preferred Stock ("Preferred") and Common Stock ("Common"). The total number of shares of Preferred this corporation shall have the authority to issue shall be 10,000,000, \$.001 par value, and the total number of shares of Common this corporation shall have the authority to issue shall be 500,000,000, \$.001 par value."

(3) The aforementioned amendment to the Certificate of Incorporation of this corporation has been duly adopted in accordance with the provision of Section 242(b)(1) of the General Corporation Law of the State of Delaware, (a) the Board of Directors of this corporation having duly adopted a resolution setting forth such amendment, declaring its advisability, and directing that it be considered at a meeting of stockholders, and (b) the stockholders of this corporation having duly adopted such amendment by vote of the holders of a majority of the outstanding stock entitled to vote thereon at such meeting of stockholders duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware.

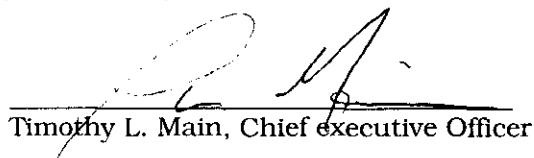
We hereby further declare and certify under penalty of perjury under the laws of the State of Delaware that the facts set forth in the foregoing certificate are true and correct of our own knowledge and that this Certificate is our act and deed.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment of Certificate of Incorporation on this 13th day of February, 2001.

Attest:



Robert L. Paver, Secretary



Timothy L. Main, Chief executive Officer

CERTIFICATE OF DESIGNATION, PREFERENCES AND
RIGHTS OF SERIES A PREFERRED STOCK

of

JABIL CIRCUIT, INC.

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/26/2001
010536984 - 2288884*

Pursuant to Section 151 of the General Corporation Law of the State of Delaware, the undersigned officer of Jabil Circuit, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), in accordance with the provisions of

Section 103 thereof, DOES HEREBY CERTIFY:

That pursuant to the authority conferred upon the Board of Directors by the Certificate of Incorporation of the Corporation, the Board of Directors on October 18, 2001 adopted the following resolution creating a series of 2,000,000 shares of Preferred Stock designated as Series A Preferred Stock:

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation in accordance with the provisions of its Certificate of Incorporation, a series of Preferred Stock of the Corporation be and it hereby is created, and that the designation and amount thereof and the voting powers, preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations, or restrictions thereof are as follows:

Section 1. Designation and Amount. The shares of such series shall be designated as "Series A Preferred Stock" par value of \$.001 per share, and the number of shares constituting such series shall be 2,000,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than that of the shares then outstanding plus the number of shares issuable upon exercise of outstanding rights, options, or warrants or upon conversion of outstanding securities issued by the Corporation.

Section 2. Dividends and Distributions.

(A) The holders of shares of Series A Preferred Stock shall be entitled to receive, when, as, and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the last day of March, June, September, and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$10.00 or (b) subject to the provision for adjustment hereinafter set forth, 1,000 times the aggregate per share amount of all cash dividends, and non-cash (payable in kind) dividends or other distributions other than a dividend

payable in shares of common stock (as defined below) or a subdivision of the outstanding shares of common stock (by reclassification or otherwise), declared on the common stock, par value \$0.001 per share, of the Corporation (the "Common Stock") since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Preferred Stock. If the Corporation shall at any time after October 29, 2001 (the "Rights Dividend Declaration Date") (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount to which holders of shares of Series A Preferred Stock were entitled immediately before such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately before such event.

(B) The Corporation shall declare a dividend or distribution on the outstanding shares of Series A Preferred Stock as provided in paragraph (A) above immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, if no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$.01 per share on the outstanding shares of Series A Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A Preferred Stock, unless the date of issue of such shares is before the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 30 days before the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series A Preferred Stock shall entitle the holder thereof to 1,000 votes on all matters submitted to a vote

of the stockholders of the Corporation. If the Corporation shall at any time after the Rights Dividend Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the number of votes per share to which holders of shares of Series A Preferred Stock were entitled immediately before such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately before such event.

(B) Except as otherwise provided herein or by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(C) (i) If at any time dividends on any Series A Preferred Stock shall be in arrears in an amount equal to six quarterly dividends thereon, the occurrence of such contingency shall mark the beginning of a period (herein called a "default period"), which shall extend until such time when all accrued and unpaid dividends for all previous quarterly dividend periods and for the current quarterly dividend period on all shares of Series A Preferred Stock then outstanding shall have been declared and paid or set apart for payment. During each default period, all holders of Preferred Stock (including holders of the Series A Preferred Stock) with dividends in arrears in an amount equal to six quarterly dividends thereon, voting as a class, irrespective of series, shall have the right to elect two Directors.

(ii) During any default period, such voting right of the holders of Series A Preferred Stock may be exercised initially at a special meeting called pursuant to subparagraph (iii) of this Section 3(C) or at any annual meeting of stockholders, and thereafter at annual meetings of stockholders, provided that neither such voting right nor the right of the holders of any other series of Preferred Stock, if any, to increase, in certain cases, the authorized number of Directors shall be exercised unless the holders of ten percent in number of shares of Preferred Stock outstanding shall be present in person or by proxy. The absence of a quorum of the holders of Common Stock shall not affect the exercise by the holders of Preferred Stock of such voting right. At any meeting at which the holders of Preferred Stock shall exercise such voting right initially during an existing default period, they shall have the right, voting as a class, to elect Directors to fill such vacancies, if any, in the Board of Directors as may then exist up to two Directors or, if such right is exercised at an annual meeting, to elect two Directors. If the number that may be so elected at any special meeting does not amount to the required number, the holders of the Preferred Stock shall have the right to make such increase in the number of Directors as shall be necessary to permit the election by them of the required number. After the holders of the Preferred Stock shall have exercised their right to elect Directors in any default period and during the continuance of such period, the number of Directors shall not be increased or decreased except by vote of the holders of Preferred Stock as herein provided or pursuant to the rights of any equity securities ranking senior to or *pari passu* with the Series A Preferred Stock.

(iii) Unless the holders of Preferred Stock shall, during an existing default period, have previously exercised their right to elect Directors, the Board of Directors may order, or any stockholder or stockholders owning in the aggregate not less than ten percent of the total number of shares of Preferred Stock outstanding, irrespective of series, may request, the calling of a special meeting of the holders of Preferred Stock, which meeting shall thereupon be called by the Chairman of the Board, Chief Executive Officer, President, Chief Financial Officer, or any Vice-President of the Corporation. Notice of such meeting and of any annual meeting at which holders of Preferred Stock are entitled to vote pursuant to this Paragraph (C)(iii) shall be given to each holder of record of Preferred Stock by mailing a copy of such notice to such holder at such holder's last address as the same appears on the books of the Corporation. Such meeting shall be called for a time not earlier than 20 days and not later than 60 days after such order or request, or in default of the calling of such meeting within 60 days after such order or request, such meeting may be called on similar notice by any stockholder or stockholders owning in the aggregate not less than ten percent of the total number of shares of Preferred Stock outstanding. Notwithstanding the provisions of this paragraph (C)(iii), no such special meeting shall be called during the period within 60 days immediately preceding the date fixed for the next annual meeting of the stockholders.

(iv) In any default period, the holders of Common Stock, and other classes of stock of the Corporation if applicable, shall continue to be entitled to elect the whole number of Directors until the holders of Preferred Stock shall have exercised their right to elect two Directors voting as a class, after the exercise of which right (x) the Directors so elected by the holders of Preferred Stock shall continue in office until their successors shall have been elected by such holders or until the expiration of the default period, and (y) any vacancy in the Board of Directors may (except as provided in paragraph (C)(ii) of this Section 3) be filled by vote of a majority of the remaining Directors theretofore elected by the holders of the class of stock which elected the Director whose office shall have become vacant. References in this paragraph (C) to Directors elected by the holders of a particular class of stock shall include Directors elected by such Directors to fill vacancies as provided in clause (y) of the foregoing sentence.

(v) Immediately upon the expiration of a default period, (x) the right of the holders of Preferred Stock as a class to elect Directors shall cease, (y) the term of any Directors elected by the holders of Preferred Stock as a class shall terminate, and (z) the number of Directors shall be such number as may be provided for in the Certificate of Incorporation or By-laws of the Corporation irrespective of any increase made pursuant to the provisions of paragraph (C)(ii) of this Section 3 (such number being subject, however, to change thereafter in any manner provided by law or in the Certificate of Incorporation or By-laws of the Corporation). Any vacancies in the Board of Directors effected by the provisions of clauses (y) and (z) in the preceding sentence may be filled by a majority of the remaining Directors.

(D) Except as set forth herein, holders of Series A Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 4. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Preferred Stock as provided in Section 2 hereof are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution, or winding up) to the Series A Preferred Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution, or winding up) with the Series A Preferred Stock, except dividends paid ratably on the Series A Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution, or winding up) with the Series A Preferred Stock, provided that the Corporation may at any time redeem, purchase, or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation, or winding up) to the Series A Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Preferred Stock, or any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution, or winding up) with the Series A Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution, or Winding Up.

(A) Upon any liquidation (voluntary or otherwise), dissolution, or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution, or winding up) to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received per share an amount equal to the greater of 1,000 times \$162.00 or 1,000 times the payment made per share of Common Stock, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment (the "Series A Liquidation Preference"). Following the payment of the full amount of the Series A Liquidation Preference, no additional distributions shall be made to the holders of shares of Series A Preferred Stock unless, prior thereto, the holders of shares of Common Stock shall have received an amount per share (the "Common Adjustment") equal to the quotient obtained by dividing (i) the Series A Liquidation Preference by (ii) 1,000 (as appropriately adjusted as set forth in subparagraph (C) below to reflect such events as stock splits, stock dividends, and recapitalizations with respect to the Common Stock) (such number in clause (ii), the "Adjustment Number"). Following the payment of the full amount of the Series A Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series A Preferred Stock and Common Stock, respectively, holders of Series A Preferred Stock and holders of shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio of the Adjustment Number to 1 with respect to such Preferred Stock and Common Stock, on a per share basis, respectively.

(B) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other series of Preferred Stock, if any, which rank on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences. In the event, however, that there are not sufficient assets available to permit payment in full of the Common Adjustment, then such remaining assets shall be distributed ratably to the holders of Common Stock.

(C) In the event the Corporation shall at any time after the Rights Dividend Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination, or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash, or any other property, then in any such case the shares of Series A Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 1,000 times the aggregate amount of stock, securities, cash or any other property (payable in kind), as the case may be, into which or for which each share of Common

Stock is changed or exchanged. If the Corporation shall at any time after the Rights Dividend Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately before such event.

Section 8. Redemption. The shares of Series A Preferred Stock shall not be redeemable.

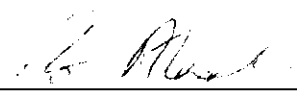
Section 9. Amendment. The Certificate of Incorporation of the Corporation shall not be further amended in any manner that would materially alter or change the powers, preferences, or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of a majority or more of the outstanding shares of Series A Preferred Stock, voting separately as a class.

Section 10. Fractional Shares. Series A Preferred Stock may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Preferred Stock.

Section 11. Ranking. The Series A Preferred Stock shall rank junior to all other series of the Corporation's Preferred Stock as to the payment of dividends and the distribution of assets, unless the terms of any such series shall provide otherwise.

IN WITNESS WHEREOF, we have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury this 25th day of October, 2001.

JABIL CIRCUIT, INC.

By: 
Name: Forbes I. J. Alexander
Title: Treasurer