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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 6/19

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-06/19/00--01067--001
*****70.00 *****70.00

Corporation(s) Name

Electronic Designs, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 19 PM 2:50

Profit Amendment Merger
 Nonprofit

Foreign Dissolution Mark
 LLC Withdrawal

Limited Partnership UBR Other
 Reinstatement Fictitious Name Ch. RA
 UCC 1 or 3

***Special Instructions**

Certified Copy Photocopies CUS
 Arts/amends/mergers Other-See Above

Walk in Pick-up Will Wait

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

BK 6/19

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:

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1. Electronic Designs, Inc.

(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. 04-3298416

(FEI number, if applicable)

4. January 17, 1996

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 3601 E. University Drive, Phoenix, Arizona 85034

(Current mailing address)

8. Sale of electronic components.

(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

Amy Berlete

(Registered agent's signature) (Officer)

AMY BERLETETTI

SPECIAL ASSISTANT 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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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13. William J. Rodes
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William Rodes Secretary
(Typed or printed name and capacity of person signing application)

WHITE ELECTRONIC DESIGNS CORPORATION

DIRECTORS AND OFFICERS

Norman T. Hall
Director
Partner - Alliant Partners
435 Tasso St., Ste. 305
Palo Alto, CA 94301
Member of the Compensation Committee

Donald F. McGuinness
Chairman of the Board
White Electronic Designs Corporation
One Research Drive
Westborough, MA.. 01581

Thomas M. Reahard
Director
Chairman and Chief Executive Officer
Symmetry Software Corporation
9832 N. Hayden Rd., Ste. 101
Scottsdale, AZ. 85258
Member of Audit and
Compensation Committees

William J. Rodes (a)
Controller, Treasurer, Secretary
White Electronic Designs Corporation
3601 E. University Drive
Phoenix, AZ. 85034

Hamid R. Shokrgozar
Director
President and Chief Executive Officer
White Electronic Designs Corporation
3601 E. University Drive
Phoenix, AZ. 85034

Thomas J. Toy
Director
Partner Pacrim Venture Partners
331 Parrott Drive
San Mateo, CA. 94402
Member of the Audit Committee

Edward A. White
Vice Chairman of the Board
White Electronic Designs Corporation
3601 E. University Drive
Phoenix, AZ. 85034

(a) not a board member

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELECTRONIC DESIGNS, INC." 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 THIRTEENTH DAY OF JUNE, A.D. 2000.

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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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2581735 8300

001297754

AUTHENTICATION:

0492491

DATE:

06-13-00