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02 JAN 14 PM 3:13
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032

REFERENCE : 466881 7270791

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 87.50

ORDER DATE : November 16, 2001

ORDER TIME : 2:14 PM

ORDER NO. : 466881-005

CUSTOMER NO: 7270791

900004694079-8

CUSTOMER: Ms. Sandra D. Narbesky
Squire Sanders & Dempsey Llp
Suite 1400
8000 Towers Crescent Drive
Vienna, VA 22182-2700

FOREIGN FILINGS

NAME: AVTEC SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

BK

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT#

EXAMINER: 01 NOV 26 PM 3:13

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

18022-10M
2708



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 28, 2001

JEANINE REYNOLDS
CSC

SUBJECT: AVTEC SYSTEMS, INC.
Ref. Number: W01000027081

RESUBMIT
Please give original
submission date as file date.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for AVTEC SYSTEMS, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being retained for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that AVTEC SYSTEMS, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1998, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3450.00.

If you have any questions concerning the filing of your document, please call (850) 245-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 201A00063145

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TALLAHASSEE, FLORIDA

Gretchen please see
attached from our client



AVTEC SYSTEMS

AVTEC SYSTEMS, INC. • 10530 ROSEHAVEN STREET • SUITE 300 • FAIRFAX, VIRGINIA 22030
Telephone (703) 273-2211 • Fax (703) 273-1133

January 10, 2002

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TALLHASSEE, FLORIDA
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Ms. Anna Horton
Florida Department of Revenue
5050 W. Tennessee Street
Tallahassee, FL 32399-0135

RE: Avtec Systems, Inc.
FEI # 02-0354151
Florida Document No. W01000027081
Letter # 201A00063145

Ms. Anna Horton;

In reference to your letter dated 11/28/01 rejecting qualification filing and assessing a penalty fee; Avtec requested the State of Florida's Records Management to send to Avtec copies of any tax year filings in the State of Florida. Mr. Victor Koch in the State of Florida's Records Management department telephoned Avtec on January 9, 2002 and said that he found no records of tax filings for Avtec Systems, Inc. in any year.

Please have the billings and delinquencies department remove the assessed \$3,450.00 penalty from the State of Florida's records.

Please continue the qualifying process for the State of Florida for Avtec under the assumed name of Avtec Systems of Virginia, Inc.

Thank you for your immediate attention to this matter.

Sincerely,

Ronald Hirsch
President

Enclosures: Copy of State of Florida's correspondence.

Cc: State of Florida Billings and Delinquencies Department

Cc: Squire Sanders & Dempsey LLP
Sandra D. Narbesky, Legal Assistant
8000 Towers Crescent Drive, 14th Floor
Tysons Corner, VA 22182-2700

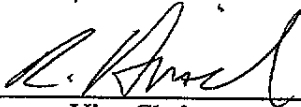
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Ronald Hirsch, do hereby certify that this Resolution of the Board of Directors of Avtec Systems, Inc. a corporation duly organized and existing under the laws of the Commonwealth of Virginia, was duly adopted on November 1, 2001.

Be it resolved, that Avtec Systems, Inc. organized and existing in the Commonwealth of Virginia, hereby adopts the name Avtec Systems of Virginia, Inc. for use in the State of Florida.

Date: November 1, 2001



Chairman, Vice Chairman or any officer

Ronald Hirsch, Chairman + CEO
Type or Print Name

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. Avtec Systems, 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 natural person or partnership if not so contained in the name at present.)
2. Virginia 3. 02-0354151
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 22, 1994 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or Perpetual)
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10530 Rosehaven Street, Suite 300, Fairfax, Virginia 22030
(Principal office address)
10530 Rosehaven Street, Suite 300, Fairfax, Virginia 22030
(Current mailing address)
8. To pay state taxes for an employee residing in Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. **Registered agent's 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 obligations of my position as registered agent.

Corporation Service Company


(Registered agent's signature)

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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Ronald Hirsch
Address: Avtec Systems, Inc. 10530 Rosehaven St, Fairfax, VA 22030

~~Vice Chairman:~~ DIRECTOR: Stephen Mellman
Address: Avtec Systems, Inc. 10530 Rosehaven St, Fairfax, VA 22030

Director: Charles Robbins
Address: Avtec Systems, Inc. 10530 Rosehaven St, Fairfax, VA 22030

Director: Thomas E. Betterton
Address: Avtec Systems, Inc. 10530 Rosehaven St, Fairfax, VA 22030

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TALLAHASSEE, FLORIDA

B. OFFICERS

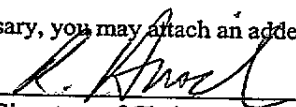
President: Ronald Hirsch
Address: Avtec Systems, Inc. 10530 Rosehaven St, Fairfax, VA 22030

Vice President: Stephen Mellman
Address: Avtec Systems, Inc. 10530 Rosehaven St, Fairfax, VA 22030

Secretary: Bpb Gregg
Address: Squire Sanders & Dempsey, LLP, 8000 Towers Crescent Drive, Suite 1400
Vienna, VA 22182

Treasurer: Ronald Hirsch
Address: 10530 Rosehaven St, Fairfax, VA 22030

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

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

AVTEC SYSTEMS, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is June 22, 1994.

Nothing more is hereby certified.

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TALLAHASSEE, FLORIDA

*Signed and Sealed at Richmond on this Date:
November 19, 2001*



Joel H. Peck
Joel H. Peck, Clerk of the Commission