



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO.

REFERENCE : 026832 4809065

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 22, 1996

ORDER TIME : 10:40 AM

ORDER NO. : 026832

500001900455

CUSTOMER NO: 4809065

CUSTOMER: Barbara Gorman, Legal Asst
Venable Baetjer And Howard
1800 Mercantile Bank & Tr Bldg
2 Hopkins Plaza
Baltimore, MD 212012978

FOREIGN FILINGS

NAME: AMERICAN COMPUTER AND
ELECTRONICS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. American Computer and Electronics 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. Maryland 3. 52-1283030
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/10/83 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon authorization to transact
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 209 Perry Parkway
Gaithersburg, Maryland 20877
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under Florida law.
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida.

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
By: Gail Shelby
(Registered agent's signature)
Gail Shelby, as agent

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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 96 JUL 22 PM 4:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

A. DIRECTORS

Director: George T. Jimenez
Chairman: _____

Address: 209 Perry Parkway

Gaithersburg, MD 20877

Director: _____

Vice Chairman: Paul C. Casner, Jr.

Address: c/o TAG, 200 Professional Drive

Gaithersburg, MD 20877

Director: Gary P. Golding

Address: c/o CEO Venture Fund

1950 Old Gallows Road, Suite 440, Vienna, VA 22182-3933

Director: Gilbert A. Metzel

Address: c/o Eight Associates, 2 Penn Center Plaza, Suite 610

Philadelphia, PA 19102-1706

B. OFFICERS

President: George T. Jimenez

Address: 209 Perry Parkway

Gaithersburg, MD. 20877

Vice President: S. Joseph Dorr, Thomas V. Russoto, James M. Moore

Address: 209 Perry Parkway

Gaithersburg, MD. 20877

Secretary: Loretta L. Rivers

Address: 209 Perry Plaza

Gaithersburg, MD. 20877

Treasurer: George T. Jimenez

Address: 209 Perry Parkway

Gaithersburg, MD. 20877

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TALLAHASSEE, FLORIDA

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.

George T. Jimenez, President and Treasurer
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

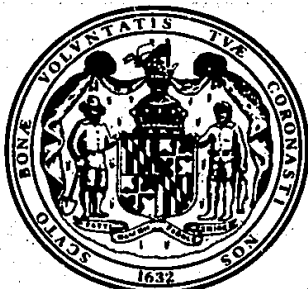
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STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT AMERICAN COMPUTER AND ELECTRONICS CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 19TH DAY OF JULY, 1996.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA