

F 97000006349

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite • Tallahassee, Florida 32301
(850) 224-8870 1-800-342-8062 Fax (850) 224-1222

D.T.S. Corporation

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****122.50 ****122.50

W97-26860

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

RECEIVED
97 DEC -2 AM 9:55
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

WLC
12/2

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1997

CAPITAL CONNECTION, INC.

SUBJECT: DATAMETRICS CORPORATION
Ref. Number: W97000026860

We have received your document for DATAMETRICS CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The adopted name D.T.S. Corporation is unavailable so therefore you would need to adopt an alternate name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 197A00056893

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CERTIFIED RESOLUTION

DATAMETRICS CORPORATION

The undersigned, as Chairman of the Board of Directors of DATAMETRICS CORPORATION, a Delaware corporation (the "Corporation"), hereby certifies the following:

1. He is the duly elected and acting Chairman of the Board of Directors of the Corporation and is authorized to execute and deliver this Certificate.

2. The resolutions set forth below were duly adopted by the Board of Directors of the Corporation in compliance with procedures permitted by the by-laws and articles of incorporation of the Corporation and applicable law, and that said resolutions are in full force and effect as of the date hereof. The text of such resolutions read, as follows:

RESOLVED, that ~~DATAMETRICS CORPORATION~~ hereby adopts the name, Datametrics Technology Systems Corporation as its alternative name for use in the State of Florida.

This Certificate is given under hand and seal of the Corporation this on November 26, 1997.

DATAMETRICS CORPORATION



Daniel P. Ginns, Chairman

[CORPORATE SEAL]

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11/26/97 16:33
11/18/1997 11:29

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MARLOWE APPLETON
CAPITAL CONNECTION

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PAGE 004

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. Datametrics 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.

95-3545701

(FEI number, if applicable)

4. September 5, 1980

(Date of Incorporation)

5.

Perpetual

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

6. December 4, 1997

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 26604 Agoura Road

Calabassas, California 91302

(Current mailing address)

8. General Purpose

(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: William P. Weatherford, Jr., Esq.

Office Address: 1031 W. Morse Blvd., Suite 105

Winter Park

, Florida , 32789

(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.


(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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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Daniel P. Ginns

Address: 26604 Agoura Road

Calabassas, California 91302

Vice Chairman: James Haber and Adrien A. Maught, Jr.

Address: 26604 Agoura Road

Calabassas, California 91302

Director: Stephen Gass

Address: 26604 Agoura Road

Calabassas, California 91302

Director: Douglas Friederberg

Address: 26604 Agoura Road

Calabassas, California 91302

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Adrien A. Maught, Jr.

Address: 26604 Agoura Road

Calabassas, California 91302

Chief Operating Officer:

~~Vice President:~~ James Sturgeon

Address: 26604 Agoura Road

Calabassas, California 91302

Secretary: _____

Address: _____

Treasurer: Kenneth S. Polack

Address: 26604 Agoura Road, Calabassas, California 91302

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

13. *Daniel P. Ginns*

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

14. Daniel P. Ginns

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 "DATAMETRICS 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 TWENTY-SIXTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DATAMETRICS CORPORATION" WAS INCORPORATED ON THE FIFTH DAY OF SEPTEMBER, A.D. 1980.

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

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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8780075

DATE: 11-26-97