



**THE UNITED STATES
CORPORATION
COMPANY**

266624

FILED
99 AUG 27 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 356793 4358270

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 52.50

ORDER DATE : August 27, 1999

ORDER TIME : 12:29 PM

ORDER NO. : 356793-005

CUSTOMER NO: 4358270

CUSTOMER: Ms. Pamela C. Anderson
Cooley Godward LLP
4365 Executive Drive
Suite 1200
San Diego, CA 92121-2128

500002972325-6

*Amended &
Restated*

DOMESTIC AMENDMENT FILING

NAME: DBA SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (PLEASE NOTE: NEED 2 CERTIFIED COPIES)
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
99 AUG 27 PM 12:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DP
8/11/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 30, 1999

CSC

TALLAHASSEE, FL

SUBJECT: DBA SYSTEMS, INC.
Ref. Number: 266624

RESUBMIT

Please give original
submission date as file date.

We have received your document for DBA SYSTEMS, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

You need to reconstruct your Article VIII. Take out the Title of Incorporator, take out the words Articles of Incorporation since this is Amended and Restated. We do not have Ms. Barr listed at all, so if she is to be Assistant Secretary, you need to specify such in your document.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 799A00043153

RECEIVED
99 AUG 31 PM 12:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DBA SYSTEMS, INC.**

**FILED
99 AUG 27 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, DBA Systems, Inc., a Florida corporation (the "Corporation"), certifies that:

These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the common stock of the Corporation, and the sole shareholder of the Corporation approved such amendments pursuant to unanimous written consent signed by the sole shareholder of the Corporation as of July 30, 1999. The number of votes cast for the amendment by the sole shareholder of the corporation was sufficient for approval. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation by written consent duly executed as of August 24, 1999.

The text of the Articles of Incorporation, as amended, of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, to read as follows:

ARTICLE I

NAME

The name of the corporation is DBA Systems, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV

REGISTERED AGENT

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301 and the name of the registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is 1200 S. Woody Burke Road, Melbourne, Florida 32901.

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have three (3) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one.

ARTICLE VII

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Corporation commenced on January 30, 1963, which is the date of subscription and acknowledgment of the Corporation's initial Articles of Incorporation, which were filed with the Department of State on January 30, 1963.

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATION**

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: **DBA Systems, Inc.**
2. The mailing address of the corporation is:
**1200 S. Woody Burke Road
Melbourne, Florida 32901**
3. Date of incorporation/qualification: **January 30, 1963** Document number:
4. The name and address of the current registered agent and office:
**Edward M. Bielski
1200 S. Woody Burke Road
Melbourne, FL 32901**
5. The name and address of the new registered agent and office: (P.O. Box **Not** Acceptable)
**Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301**

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Deborah D. Skipper

(Signature of Registered Agent)

8/27/99

(Date)

Deborah D. Skipper

Asst. Secretary

(Typed or Printed Name)

(Capacity)

FILING FEE: \$35.00

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

ARTICLE VIII

* * *

THREE: The foregoing amendment has been approved by the Board of Directors of said corporation.

FOUR: The foregoing amendment was approved by the sole shareholder of the Company in accordance with Section 607.0704 of the Florida Business Corporation Act, which vote was 100 percent of the outstanding capital stock of the Company.

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certificate are true and correct of our own knowledge.

Date: August 23, 1999


JAMES SHAW, President