

# F00000004590



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

7/27/00 11:00 *[Signature]*

CERTIFIED COPY

CUS

PHOTO COPY

FILING

*Qualification*

1.) *MAGELLAN Corporation*  
(CORPORATE NAME & DOCUMENT #)

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-07/27/00--01017--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

*[Signature]*

*BRL 8/14*

RECEIVED  
00 JUL 27 AM 9:38  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

00 AUG 14 PM 3:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 27, 2000

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: MAGELLAN CORPORATION  
Ref. Number: W00000018736

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DIVISION OF CORPORATIONS  
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*Corrected*  
*8/14/00*  
*[Signature]*

We have received your document for MAGELLAN CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 200A00041005

**CERTIFICATION OF RESOLUTION  
OF THE BOARD OF DIRECTORS**

I, the undersigned, Carol L. Martin, do hereby certify that the attached Resolution of the Board of Directors of Magellan Corporation, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on August 10, 2000.

Dated: August 10, 2000



Vice President, General Counsel and  
Secretary of Magellan Corporation

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Approval of Fictitious Name for Qualification to do Business

Following a discussion and upon motion duly made, seconded and unanimously carried, the following resolutions were approved:

WHEREAS, that in order to qualify to do business in certain states, the Corporation must file applications to qualify to do business and as a result may need to apply for a fictitious business name if the name "Magellan Corporation" is not available,

NOW, THEREFORE, BE IT RESOLVED, that in such situations where a fictitious name needs to be applied for to qualify to do business, the name of "Magellan GPS" may be applied for or such other variations of this name as the officers deem appropriate, and that the officers of the Corporation, each of them with full authority to act without the others, are hereby authorized to execute any and all documents necessary to permit the Corporation to carry out fully the intent of this resolution and to effectuate the purpose of the foregoing and all prior actions in doing the foregoing are hereby ratified and approved, as if approved on the date the action was taken:

FURTHER RESOLVED, that in the state of Florida, the Corporation will do business under the fictitious business name of "Magellan Systems Corporation", which has been verified as an available name.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

DI... OF CORPORATIONS  
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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. Magellan 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. \_\_\_\_\_

(FEI number, if applicable)

4. 4/21/91

(Date of incorporation)

5. Perpetual

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

6. 1991 - business transacted limited to interstate commerce and soliciting/obtaining orders that require acceptance outside of Florida before they become contracts, including by one employee who maintains a home office in Florida.

7. 471 El Camino Real

Santa Clara, CA 95050

(Current mailing address)

8. Sales of consumer electronics and wireless access appliances and services delivering precise positioning, navigation, communications and Internet accessible information.

(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: Corporate Access, Inc.

Office Address: 236 East 6th Avenue

Tallahasee

, Florida, 32303

(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.

Day Bennett

(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.

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: See Attachment A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See Attachment A

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

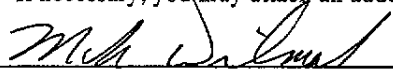
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. Mark Wilmoth Senior VP, Chief Financial Officer & Treasurer  
(Typed or printed name and capacity of person signing application)

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**ATTACHMENT A**  
**MAGELLAN CORPORATION**

**CORPORATE OFFICERS**

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<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Phone Numbers</u></b> <b><u>Location</u></b>	<b><u>Original Date</u></b> <b><u>Appointed</u></b>
Michael D. Griffin	Acting President & CEO	(703) 406-5000 21700 Atlantic Boulevard Dulles, VA 20166	7/18/00
Mark Wilmoth	Sr. V.P., Chief Financial Officer and Treasurer	408/615-5102 471 El Camino Real Santa Clara, CA 95050	2/10/00
David Vaughn	Sr. V.P., Chief Operating Officer	408/615-5105 471 El Camino Real Santa Clara, CA 95050	2/10/00
Carol Martin	Secretary and General Counsel	408/615-5120 471 El Camino Real Santa Clara, CA 95050	3/23/00

**DIRECTORS**

<b><u>Director's</u></b> <b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>Phone:</u></b>
David W. Thompson	Orbital Sciences Corp. 21700 Atlantic Boulevard Dulles, Virginia 20166	(703) 406-5000
Michael D. Griffin	Orbital Sciences Corp. 21700 Atlantic Boulevard Dulles, Virginia 20166	(703) 406-5000
Daniel J. Fink	8016 Matterhorn Court Patomic, Maryland 20850	(703) 406-5550
James A. Lovell	Lovell Communications 915 S. Waukigan Road Lake Forest, Illinois 60045	(847) 234-8296
George D. Phipps	Patricof & Co. 2100 Geng Road, Suite 150 Palo Alto, California 94303	(650) 494-9944
Jeffrey V. Pirone	Orbital Sciences Corp. 21700 Atlantic Boulevard Dulles, Virginia 20166	(703) 406-5000

State of Delaware  
Office of the Secretary of State

PAGE

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
200 AUG 14 PM 3:42

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAGELLAN 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-FIFTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAGELLAN CORPORATION" WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 1991.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0577909

DATE:

07-25-00