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ACCOUNT NO. : 072100000032

REFERENCE : 998716 4388080

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 70.00

ORDER DATE : February 9, 2001

ORDER TIME : 9:57 AM

ORDER NO. : 998716-005

CUSTOMER NO: 4388080

4000003705474--5

CUSTOMER: Mr. Michael Kirker
The Titan Corporation
3033 Science Park Rd.

San Diego, CA 92121

FOREIGN FILINGS

NAME: TITAN VIGIL, INC.

(Handwritten circled 'S')

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley -- EXT# 1130

EXAMINER: *Mc*
W/K

FILED
01 FEB 15 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 FEB 15 AM 10:42
DIVISION OF CORPORATION

**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. TITAN VIGIL, 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 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. 52-2283728

(FEI number, if applicable)

4. January 12, 2001

(Date of incorporation)

5. Perpetual

(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.)

Suite 700, 1593 SPRING HILL ROAD

7. VIENNA, VA 22182

(Principal office address)

Suite 700, 1593 SPRING HILL ROAD, VIENNA, VA 22182

(Current mailing address)

Information security monitoring focused on network monitoring, intrusion detection and incident protection services. To engage in any act or

8. activity for which corporations may be organized.

(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

(City)

, Florida 32301

(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

By: Bobbie Hall

(Registered agent's signature)

BOBBIE HALL, Assistant Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

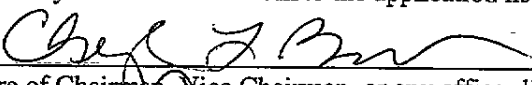
Secretary: _____

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. JOHN THOMAS, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS/DIRECTORS RIDER

MO-Application for Certificate of Authority

TITAN VIGIL, INC.

List of Officers

Name:	JOHN THOMAS	Title:	PRESIDENT/CEO
Bus. Addr.:	1593 SPRING HILL ROAD, STE 700, VIENNA, VA 22182		
Name:	ERIC M. DEMARCO	Title:	EXECUTIVE V.P., CFO, TREASURER
Bus. Addr.:	3033 SCIENCE PARK ROAD, SAN DIEGO, CA 92121		
Name:	NICHOLAS J. COSTANZA	Title:	SENIOR V.P., SECRETARY,
Bus. Addr.:	3033 SCIENCE PARK ROAD, SAN DIEGO, CA 92121		
Name:	CHERYL L. BARR	Title:	ASSISTANT SECRETARY,
Bus. Addr.:	3033 SCIENCE PARK ROAD, SAN DIEGO, CA 92121		
Name:	SHAWN LECHIEN	Title:	ASSISTANT TREASURER
Bus. Addr.:	3033 SCIENCE PARK ROAD, SAN DIEGO, CA 92121		

List of Directors

Name:	GENE W. RAY	Term:	
Bus. Addr.:	3033 SCIENCE PARK ROAD, SAN DIEGO, CA 92121		
Name:	ERIC M. DEMARCO	Term:	
Bus. Addr.:	3033 SCIENCE PARK ROAD, SAN DIEGO, CA 92121		
Name:	MELLON C. BAIRD	Term:	
Bus. Addr.:	3033 SCIENCE PARK ROAD, SAN DIEGO, CA 92121		

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TITAN VIGIL, INC." 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 NINTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
01 FEB 15 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3316816 8300

AUTHENTICATION: 0965363

010067429

DATE: 02-09-01