

F02000005547

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

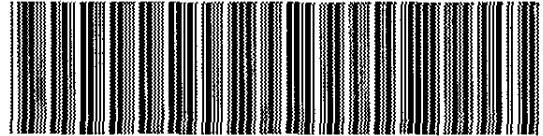
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FALL ANNUAL REPORT

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ACCOUNT NO. : 072100000032

REFERENCE : 748558 7100269

AUTHORIZATION

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : November 05, 2002

ORDER TIME : 12:07 PM

ORDER NO. : 748558-030

CUSTOMER NO: 7100269

CUSTOMER: Julie Nolan, Legal Asst
Holland & Hart
555 Seventeenth Street
Suite 3200
Denver, CO 80202

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FOREIGN FILINGS

NAME: SPACE IMAGING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER: _____

**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. Space Imaging, 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. 77-0382989

(FEI number, if applicable)

4. May 20, 1994

(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.)

c/o John Kasen, 12076 Grant Street

7. Thornton, CO 80241-3102

(Principal office address)

(Current mailing address)

Provides management services for limited liability company. To engage in any act or activity for which corporations may be organized.

8. _____

(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: [Signature]

(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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

14. Robert Dalal, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Space Imaging, Inc.

List of Officers

Name: John R. Copple **Title:** Chief Executive Officer
Bus. Addr.: 12076 Grant Street, Thornton, CO 80241

Name: Robert Dalal **Title:** Executive VP and CFO
Bus. Addr.: 12076 Grant Street, Thornton, CO 80241

Name: Alison Alfors **Title:** Secretary
Bus. Addr.: 12076 Grant Street, Thornton, CO 80241

List of Directors

Name: John R. Copple **Term:** Feb 21, 2003
Bus. Addr.: c/o Space Imaging 12076 Grant Street, Thornton, CO 80241

Name: Albert E. Smith **Term:** Feb 21, 2003
Bus. Addr.: c/o Space Systems Company 12999 Deer Creek Canyon Road, Littleton, CO 80127

Name: Franklyn A. Caine **Term:** Feb 21, 2003
Bus. Addr.: c/o Raytheon Company 141 Spring Street, Lexington, MA 02421

Name: Janet McGregor **Term:** Feb 21, 2003
Bus. Addr.: c/o Lockheed Martin 6801 Rockledge Drive, Bethesda, MD 20817

Name: Jeffrey K. Harris **Term:** Feb 21, 2003
Bus. Addr.: c/o Lockheed Martin Space Sys. Company 1111 Lockheed Martin Way, Sunnyvale, CA 94089

Name: Terry W. Heil **Term:** Feb 21, 2003
Bus. Addr.: c/o Raytheon Company 501 South Jupiter Road, Garland, TX 75042

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Delaware

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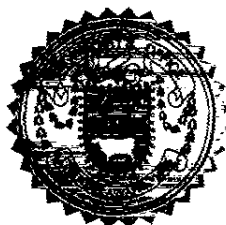
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPACE IMAGING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPACE IMAGING, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF MAY, A.D. 1994.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2001124

DATE: 09-25-02