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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

OPNET Technologies, Inc.

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	UCC
W. P. Verifier	UCC

Certificate of Status	0
Certified Copy	0
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. OPNET Technologies, 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 3. 52-1483235
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/23/88 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual
(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.)
7. 7255 Woodmont Avenue, Suite 250, Bethesda, MD 20814
(Principal office address)
same
(Current mailing address)
8. Sale of Software
(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: c/o CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (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.

CT Corporation System
BY: Stacy Rosenthal

(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: **SEE ATTACHMENT**

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHMENT

President: Alain J. Cohen

Address: 7155 Woodmont Avenue, Suite 250

Bethesda, MD 20814

Vice President: Joseph W. Kuhn

Address: 7255 Woodmont Avenue, Suite 250

Bethesda, MD 20814

Secretary: Marc A. Cohen

Address: 7255 Woodmont Avenue, Suite 250 Bethesda, MD 20814

Treasurer: Marc A. Cohen

Address: 7255 Woodmont Avenue, Suite 250 Bethesda, MD 20814

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

13. Joseph W. Kuhn

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

14. JOSEPH W. KUHN VICE PRESIDENT

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

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Attachment

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Attachment to Florida

Officers & Directors

-
- | | | |
|----|-------------------|---------------------------------|
| 1. | Full Name: | Marc A. Cohen |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | CEO, Secretary, Treasurer |
| | Business Address: | 7255 Woodmont Avenue, Suite 250 |
| | City: | Bethesda |
| | State: | MD |
| | ZIP Code: | 20814 |
| 2. | Full Name: | Alain J. Cohen |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President/CTO |
| | Business Address: | 7255 Woodmont Avenue, Suite 250 |
| | City: | Bethesda |
| | State: | MD |
| | ZIP Code: | 20814 |
| 3. | Full Name: | Joseph W. Kuhn |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President/CFO |
| | Business Address: | 7255 Woodmont Avenue, Suite 250 |
| | City: | Bethesda |
| | State: | MD |
| | ZIP Code: | 20814 |
| 4. | Full Name: | Steve Finn |
| | Officer/Director: | Director |
| | Officer's Title: | |
| | Business Address: | 7255 Woodmont Avenue, Suite 250 |
| | City: | Bethesda |
| | State: | MD |
| | ZIP Code: | 20814 |
| 5. | Full Name: | William Stasior |
| | Officer/Director: | Director |
| | Officer's Title: | |
| | Business Address: | 7255 Woodmont Avenue, Suite 250 |
| | City: | Bethesda |
| | State: | MD |
| | ZIP Code: | 20814 |

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPNET TECHNOLOGIES, 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 FOURTEENTH DAY OF JULY, A.D. 2003.

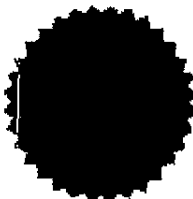
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2525444

DATE: 07-14-03