

F04000001606

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Defense Holdings, Inc. (formerly Noesis, Inc.)
(Name of Corporation)

DOCUMENT NUMBER: FO 4000001606

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard J. Martin

(Name of Contact Person)

Defense Holdings, Inc.

(Firm/Company)

10440 Bulls Ford Rd., Ste. 250

(Address)

MANASSAS, VA 20109

(City/State and Zip Code)

For further information concerning this matter, please call:

Richard J. Martin

(Name of Contact Person)

at (703) 369-2924

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 23, 2006

RICHARD MARTIN
10440 BALLS FORD RD., SUITE 250
MANASSAS, VA 20109

SUBJECT: NOESIS, INC.
Ref. Number: F04000001606

We have received your document for NOESIS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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, and Inc.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 206A00004664

CULIN, SHARP, AUTRY & DAY, P.L.C.

ATTORNEYS AND COUNSELORS AT LAW

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Telephone (540) 349-1900
Facsimile (540) 349-8844

*Also admitted in Maryland

SENDER'S E-MAIL ADDRESS:
cluckett@csadlawyers.com

BY FEDERAL EXPRESS DELIVERY

March 23, 2006

Carol Mustain
Document Specialist
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: NOESIS, INC.
Reference Number: F04000001606
Letter Number: 206A00004664
Our File No. 06-005

Dear Ms. Mustain:

Enclosed are the following documents and below stated modifications which are responsive to your letter dated January 23, 2006. As you can see from your letter, the initial name change request filing was denied because the name Defense Holdings, Inc. was not available for use in Florida. Therefore modifications were required to the form "Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida" (hereinafter Amendment to Application) as well as an additional resolution from the Board of Directors. Modifications to the initial filing have now been made, are enclosed and as follows:

- ☐ Amendment to Application was modified at line 5, paragraph 2 to include the alternate name for Defense Holdings, Inc. i.e. Defense Holdings in Virginia, Inc.;

Carol Mustain
Document Specialist
Florida Department of State
Division of Corporations
March 23, 2006
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- ☐ A completed Consent of the Directors and the Shareholders for the Alternative Name Use in Florida for Defense Holdings, Inc. in support of the Amendment to Application;
- ☐ Certificate of Amendment - Commonwealth of Virginia.

Please file the original documents with the Division of Corporations. Once done, please return a file/date stamped copy of the Amendment to Application, (copy enclosed). A self-addressed, postage pre-paid envelope is enclosed for this purpose.

Sincerely,



Carol A. Lockett
Paralegal

/cal

Enclosures: as stated

pc: Richard J. Martin
JEA
KAT

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FO4000001606

(Document number of corporation (if known))

1. Noesis, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. VIRGINIA

(Incorporated under laws of)

3. MARCH 10, 2004

(Date authorized to do business in Florida)

FILED
06 MAR 21 PM 12:55
SECRETARY OF STATE
ALLAH SEF. FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 20, 2005

5. Defense Holdings, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

Defense Holdings in Virginia, Inc.

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Floyd C. Stille
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

FLOYD C. STILLEY, 12-31-05
(Typed or printed name of person signing)

Secretary
(Title of person signing)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 20, 2005

The State Corporation Commission has found the accompanying articles submitted on behalf of
Defense Holdings, Inc. (formerly NOESIS, INC.)

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

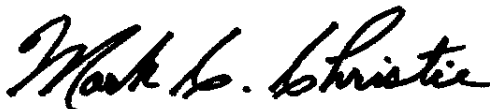
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective December 20, 2005.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CONSENT OF THE DIRECTORS AND THE SHAREHOLDERS
FOR THE ALTERNATIVE NAME USE IN FLORIDA
FOR
DEFENSE HOLDINGS, INC.

ALL OF THE DIRECTORS AND SHAREHOLDERS OF DEFENSE HOLDINGS, INC.
CONSENT TO THE ALTERNATIVE NAME USE IN FLORIDA AS FOLLOWS:

WHEREAS, the corporation has completed the process of changing its name from Noesis, Inc. to Defense Holdings, Inc., outside of Florida and has been informed by the Florida Department of State that the name "Defense Holdings, Inc. is not available in Florida; and

WHEREAS, the Directors hereby recommend that Defense Holdings, Inc. change its name in Florida to "Defense Holdings in Virginia, Inc." for use in the State of Florida.

The Shareholders hereby approve the use of the alternative name "Defense Holdings in Virginia, Inc."

RESOLVED, that the corporation shall change its name from "Noesis, Inc." to "Defense Holdings in Virginia, Inc." in the state of Florida.

There are no non-voting shares issued by the corporation.

All Directors and Shareholders have consented to this action as evidenced by their signatures below.

CONSENT OF DIRECTORS:

Date: 03/22/06

Date: 03/22/06



RICHARD J. MARTIN



LUIGI D'AMATO

CONSENT OF SHAREHOLDERS:

Date: 03/22/06

Richard J. Martin

RICHARD J. MARTIN

March 22, 2006

P:\Clients\Defense Holdings, Inc\DHI Corp\Noesis-DHI Name Change\Resolution_Corp.wpd