

F04000003472

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STATE OF ARIZONA

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TRANSMITTAL LETTER

April 30, 2004

TO: Registration Section
Division of Corporations

SUBJECT: EWA GOVERNMENT SYSTEMS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida

Please return all correspondence concerning this matter to the following:

Steve N. Luxford
(Name of Person)

Law Office of Steve N. Luxford, PC
(Firm/Company)

PO Box 310
(Address)

Vienna, VA 22183
(City/State and Zip code)

For further information concerning this matter, please call:

Steve N. Luxford at (703) 255-0555
(Name of Person) (Area Code & Daytime Telephone Number)

FILED
APR 30 10 48 55
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 10, 2004

STEVE LUXFORD
P.O. BOX 310
VIENNA, VA 22183

SUBJECT: EWA GOVERNMENT SYSTEMS, INC.
Ref. Number: W04000017893

We have received your document for EWA GOVERNMENT SYSTEMS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2,300.00.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 304A00032226

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

MAY 11 11 06 AM '04

FILED

**The Law Office
of
Steve N. Luxford, P.C.**

703-255-0555

PO Box 310, Vienna, Virginia 22183

Fax: 703-938-4009

E-Mail: s.luxford@verizon.net

May 21, 2004

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Attention: Tammi Cline, Document Specialist

Re: EWA GOVERNMENT SYSTEMS, INC.
EWA INFORMATION AND INFRASTRUCTURE TECHNOLOGIES, INC.
Applications for Authorization to Transact Business
Reference Numbers: W04000017893 and W04000017889

Dear Ms. Cline:

I am in receipt of your letters (copies enclosed) of May 10 concerning the captioned matters. I spoke to you by phone on May 17 to discuss the circumstances of these applications, with the hope that the civil penalties could be abated to some degree. You replied you had no authority in that area, but invited me to write a letter explaining my clients' position and you would forward it to your General Counsel's Office for consideration.

This letter then will set forth my clients' position with regard to imposition of the civil penalties.

Both EWA Government Systems, Inc. ("GSI") and EWA Information and Infrastructure Technologies, Inc. ("IIT") are Delaware corporations and wholly owned subsidiaries of Electronic Warfare Associates, Inc. ("EWA"), a Virginia corporation that qualified to do business in Florida on March 2, 1982 (Florida Document No. 852053). Prior to their incorporations, both GSI and IIT were unincorporated divisions of EWA, operating in Florida as part of EWA's authorization to do business there.

Upon and after GSI's incorporation in Delaware on January 22, 2002, nothing about EWA's/GSI's operations in Florida changed. EWA's offices in Florida remained (and currently remain) in EWA's name alone as tenant. Annual Reports and filing fees, unemployment taxes, intangible personal property taxes and other state and local taxes continued to be filed and paid by EWA. GSI apparently has filed its own Florida corporate income tax returns since 2002, but EWA actually paid the taxes. GSI merely continued the operations of EWA in Florida after its incorporation in 2002. All revenues are deposited into one bank account (in the name of EWA), but are credited to EWA's subsidiaries in its internal bookkeeping accounts.

FILED
MAY 15 2004
TALLAHASSEE, FLORIDA

Florida Department of State
Corporations Division
Tammi Cline, Document Specialist
May 21, 2004
Page Two

The same analysis essentially holds true as regards the EWA/IIT relationship. Like GSI, IIT also evolved from the parent company, EWA, and was an operating division of EWA prior to its incorporation in 1997. The only significant difference between IIT's situation and that of GSI is that IIT has operated in Florida since 1998, whereas GSI was not created until 2002.

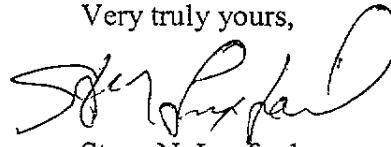
The January 22, 2002 Florida business commencement date on GSI's application (item number 6) was inserted for lack of any clear cut alternative. It was the date of GSI's incorporation in Delaware. I can guarantee you that on that date GSI did not actually do business in Florida. What I cannot do is pinpoint the date GSI actually did commence its business there. The lack of a clear line of demarcation between GSI and its parent, EWA, continues even through today.

The impetus to have EWA's subsidiaries obtain authorization to do business in Florida as foreign corporations came from EWA's accountants, who have been frustrated in trying to file various returns and reports in Florida and elsewhere for EWA's subsidiaries. Since Florida had no record of the subsidiaries' existence, it kept rejecting the subsidiaries' returns and reports. EWA personnel merely assumed (incorrectly) that since EWA was qualified in Florida, its subsidiaries did not need to qualify as well.

Given the foregoing circumstances, we would hope that the civil penalties imposed on GSI (\$2,300) and IIT (\$6,900) could be waived or abated in whole or in part by Florida.

Thank you for your consideration, and please contact the undersigned if you have any questions regarding the foregoing.

Very truly yours,



Steve N. Luxford

SNL

Enclosures

xc: Electronic Warfare Associates, Inc.
EWA Government Systems, Inc.
EWA Information and Infrastructure Technologies, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN 15 11 08 56

FILED



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 2, 2004

STEVE N. LUXFORD, ESQUIRE
P.O. BOX 310
VIENNA, VA 22183

SUBJECT: EWA GOVERNMENT SYSTEMS, INC.
Ref. Number: W04000017893

We have received your document for EWA GOVERNMENT SYSTEMS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore, the total amount due to cover both annual report/uniform business report and penalty fees is \$1300.00.

The total amount due is \$1378.75.

There is a balance due of \$1300.00.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Senior Section Administrator

Letter Number: 604A00037885

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

24 JUN 15 11 01 AM '04

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The Law Office
of
Steve N. Luxford, P.C.

703-255-0555

PO Box 310, Vienna, Virginia 22183

Fax: 703-938-4009

E-Mail: s.luxford@verizon.net

June 9, 2004

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Attention: Ms. Brenda Tadlock, Senior Section Administrator

Re: EWA GOVERNMENT SYSTEMS, INC.
EWA INFORMATION AND INFRASTRUCTURE TECHNOLOGIES, INC.
Applications for Authorization to Transact Business
Letter Numbers: 604A00037885 and 704A00037820

Dear Ms. Tadlock:

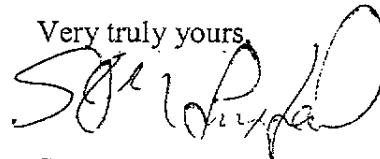
Thank you for your letters (copies enclosed) of June 2 concerning the captioned matters.

I am enclosing two checks, each in the amount of \$1,300.00, in payment of the reduced penalty fees for each corporation. [The gray check with Electronic Warfare Associates, Inc., #161210 is the check for EWA Government Systems, Inc.]

Please proceed with the filing of the Applications for authority to do business in Florida by each corporation, and return to me evidence of that authority if everything is now in order.

Thank you for your assistance, and please contact the undersigned if you have any questions regarding the foregoing.

Very truly yours



Steve N. Luxford

STATE OF FLORIDA
TALLAHASSEE

04 JUN 15 11 01:56

FILED

SNL

Enclosures

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. **EWA GOVERNMENT SYSTEMS, INC.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. **Delaware**

(State or country under the law of which it is incorporated)

3. **46-0464303**

(FEI number, if applicable)

4. **January 22, 2002**

(Date of incorporation)

5. **Perpetual**

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

6. **January 22, 2002**

(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. **13873 Park Center Road, Fifth Floor, Herndon, VA 20171**

(Principal office address)

Same

(Current mailing address)

8. **Professional engineering services to the U.S. Department of Defense**

(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.

William M. Edrington

(Registered agent's signature) William M. Edrington, Authorized Representative
Corporation Service Company

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:

FILED
JUN 15 11 08:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Douglas Armstrong

Address: 13873 Park Center Road, Fifth Floor, Herndon, VA 20171

Vice Chairman: George La Fever

Address: Same

Director: Tom Constantine, Gordon Sullivan, Jack Krings, Brian McNally, Gary Luck, Grady Jackson

Address: All at same address above

Director: John Shaud

Address: Same

B. OFFICERS

President: Douglas Armstrong

Address: 13873 Park Center Road, Fifth Floor, Herndon, VA 20171

Vice President: George La Fever

Address: Same

Secretary: George La Fever

Address: Same

Treasurer: George La Fever

Address: Same

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04 JUN 15 11 35 AM
SECRETARIAT OF STATE
TALLAHASSEE FLORIDA

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

X 13. Douglas W. Armstrong
(Signature of Director or Officer listed in number 12 of the application)

14. Douglas W. Armstrong - President
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

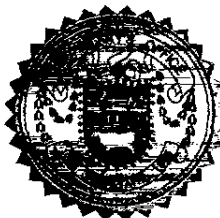
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EWA GOVERNMENT SYSTEMS, 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 THIRTEENTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EWA GOVERNMENT SYSTEMS, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 2002.

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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040269240

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3049286

DATE: 04-13-04