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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

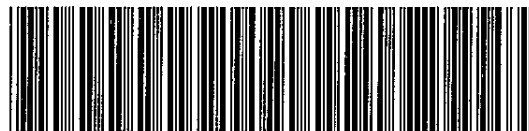
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 261357 513935
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 1228.75

FILED
05 MAR 18 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 16, 2005
ORDER TIME : 4:07 PM
ORDER NO. : 261357-005
CUSTOMER NO: 5139355
CUSTOMER: Ms. Leslie Johnson
Orbimage Inc.
21700 Atlantic Boulevard
Dulles, VA 20166

FOREIGN FILINGS

NAME: ORBIMAGE INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

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. ORBIMAGE 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. 54-1660268

(FEI number, if applicable)

4. November 13, 1992

(Date of incorporation)

5. Perpetual

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

6. April 19, 2004

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 21700 Atlantic Blvd. ; Dulles, VA 20166

(Principal office address)

Same

(Current mailing address)

8. Remote Satellite Imaging

(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 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.

Karen M. Dyer - Karen M. Dyer, Asst. Sec.
(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.

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

A. DIRECTORS

Chairman: General James A. Abrahamson (Ret.)

Address: 21700 Atlantic Blvd.
Dulles, VA 20166

Vice Chairman: N/A

Address: _____

Director: Joseph M. Ahearn

Address: 21700 Atlantic Blvd.
Dulles, VA 20166

Director: Talton Robert Embury

Address: 21700 Atlantic Blvd.
Dulles, VA 20166

B. OFFICERS

President: Matthew O'Connell

Address: 21700 Atlantic Blvd.
Dulles, VA 20166

Vice President: William Schuster

Address: 21700 Atlantic Blvd.
Dulles, VA 20166

Secretary: William Warren

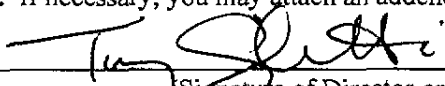
Address: 21700 Atlantic Blvd. ; Dulles, VA 20166

Treasurer: Tony Anzilotti

Address: 21700 Atlantic Blvd. ; Dulles, VA 20166

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

13. _____



(Signature of Director or Officer listed in number 12 of the application)

14. _____

TONY ANZILOTTI TREASURER

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

Delaware

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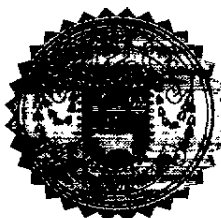
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORBIMAGE 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 SIXTEENTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ORBIMAGE INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 1992.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2315903 8300

AUTHENTICATION: 3747428

050219113

DATE: 03-16-05