

To:
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From: Patricia Padlock

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Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

SM&A CORP

Certificate of Status	1
Certified Copy	0
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DIVISION OF CORPORATIONS

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D.A. WHITE

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.*

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

Steven Myers & Associates, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 33-0080929
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. November 29, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 4695 MacArthur Court, 8th Floor, Newport Beach, CA 92660
(Principal office address)

Same as above
(Current mailing address)

8. Proposal and management consulting.
(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301
(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.

Angela M. Spruick - Assistant Secretary
(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: REFER TO SUPPLEMENTAL PAGE

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: REFER TO SUPPLEMENTAL PAGE

Address: _____

Vice President: _____

Address: _____

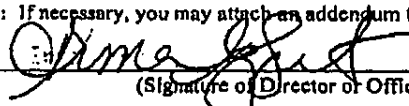
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Irma Eggert, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Application by Foreign cop for Authorization
To Transact Business in Florida

SM&A Corp
-
Supplemental Page

Directors

William Bowes	Director
Dwight Hanger	Chairperson
J. Christopher Lewis	Director
Cathy McCarthy	Director
Peter Pace	Director
Joseph Reagan	Director
Robert Rodin	Director
John Stenbit	Director
Robert Untracht	Director

Officers

Cathy McCarthy	President and CEO
James Eckstaedt	CFO and Secretary
Irma Eggert	Assistant Secretary
Robin Britzman	Assistant Secretary

Address

4695 MacArthur Court, 8th Floor
Newport Beach, Ca 92660

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SM&A" 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SM&A" WAS INCORPORATED ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2006.

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.

4258901 8300

081127229

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6974432

DATE: 11-18-08

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