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LAURIE R. MONNETTE

MURRAY L. JONES
VICE PRESIDENT
AND
GENERAL COUNSEL

PATENTS
ROBERT P. COGAN

February 24, 1995

Qualification/Tax Lien Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: EG&G Management Systems, Inc.

Dear Sir/Madam:

Enclosed for filing please find an Application by Foreign Corporation for Authorization to Transact Business in Florida. A check in the amount of \$35.00 is also enclosed for the filing fee. Once the filing has been complete, please send me an acknowledgement to my attention at the above-address.

If you have any questions, please contact me at 617/431-4192. Thank you for your assistance in this matter.

Very truly yours,

Karen M. Norris
Paralegal

Encl.

20000001083
03/07/95 01061-001
*****35.00 *****35.00

20000001083
03/07/95 01061-002
*****35.00 *****35.00

RECEIVED
MARCH 1 1995
FBI - TAMPA

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: EG&G Management 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:

Karen M. Norris
(Name of Person)

EG&G, Inc.
(Firm/Company)

45 William Street
(Address)

Wellesley, MA 02181
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Karen M. Norris at (617) 431 - 4192
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

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

1. EC&G Management Systems, 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. New Mexico 3. 85-0381321
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 17, 1990 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Martin Marietta Astronautics, Building 1733
Cape Canaveral Air Station, FL 32815
(Current mailing address)
8. To provide technical services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: CT Corporation
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Patricia A. Can

(Registered agent's signature)

PATRICIA A. CAN
SPECIAL ASSISTANT SEC.

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 addresses of officers and/or directors.

A. DIRECTORS

Chairman: _____

Address: _____

Director : Fred B. Parks c/o EG&G, Inc. _____

Address: 45 William Street _____

Wellesley, MA 02181 _____

Director: Murray Gross c/o EG&G, Inc. _____

Address: 45 William Street _____

Wellesley, MA 02181 _____

Director: John S. Donahue c/o EG&G, Inc. _____

Address: 45 William Street _____

Wellesley, MA 02181 _____

B. OFFICERS

President: Alan Hunter _____

Address: 2501 Yale Blvd., S.E., Suite 102 _____

Albuquerque, NM 87106 _____

Vice President: Thomas Ramrath _____

Address: 2450 Alamo Avenue, S.E. _____

Albuquerque, NM 87106 _____

Secretary: John S. Donahue _____

Address: 45 William Street _____

Wellesley, MA 02181 _____

Assistant Treasurer: James L. McGuinness, Jr. _____

Address: 45 William Street _____

Wellesley, MA 02181 _____

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

13. _____

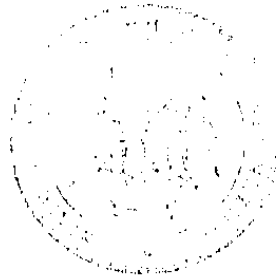
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

John S. Donahue, Secretary

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

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING AND COMPLIANCE

IT IS HEREBY CERTIFIED that:

EC&G MANAGEMENT SYSTEMS, INC.

1465236

a corporation organized under the laws of
NEW MEXICO

is duly authorized to transact business in New Mexico, as
a Domestic Profit corporation, under the
BUSINESS CORPORATION ACT

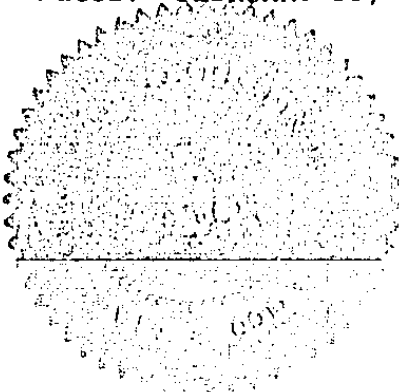
(53-11-1 to 53-18-12 NMSA 1978)


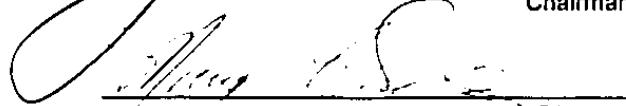
having filed its Articles of Incorporation JANUARY 17, 1990
and Certificate of Incorporation issued as of said date.

IT IS FURTHER CERTIFIED that the fees due the State
Corporation Commission, which have been assessed against the
aforesaid corporation, have been paid to date and aforesaid
corporation is in corporate good standing and duly authorized
to transact business as its corporate existence has not been
revoked in New Mexico. This Certificate is not to be construed
as an endorsement, recommendation or notice of approval of the
corporation's financial condition or business activities and
practices. This Certificate of Good Standing and Compliance
expires MARCH 15, 1995

Dated: FEBRUARY 13, 1995

In Testimony Whereof, the State Corporation
Commission of the State of New Mexico has
caused this certificate to be signed by its
Chairman and the Seal of said Commission to be
affixed at the City of Santa Fe




Chairman

Director