

SENT BY:DFZ

111-29-95 1 15:48 1

MACA NO

815 772 2253:4

NO 111-29-95 FROM JLMC

TO

65055722277

F960000000431

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

300001660763
-12/13/95--01038--001
*****78.75 *****78.75

SUBJECT: MACA CORP.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95-24357

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:

Alvin T. Johnson
(Name of Person)

MACA CORP.
(Firm/Company)

8600 Boeing Drive
(Address)

El Paso, Texas 79925
(City, State and Zip Code)

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

Alvin T. Johnson
(Name of Person)

at (915) 772 - 4975
Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 25 PM 1:35
1/25

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 8327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 14, 1995

ALVIN T. JOHNSON
MACA CORPORATION
8600 BOEING DRIVE
EL PASO, TX 79925

SUBJECT: MACA CORPORATION
Ref. Number: W95000024357

We have received your document for MACA CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please be more specific in line 8 of your application - we do not know what "ADP" means.

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 295A00054068



MANAGEMENT ASSISTANCE CORPORATION OF AMERICA
8800 BOEING / EL PASO, TEXAS 79925 / (915) 772-4975

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

January 22, 1996

ATTENTION: Mr. Lee Rivers

Dear Mr. Rivers:

Please find enclosed the required documents for our filing in the State of Florida.

Should you have any further inquiries, please contact me at (915)772-4975.

Sincerely,


Junji Takahashi
Director of Contract Compliance

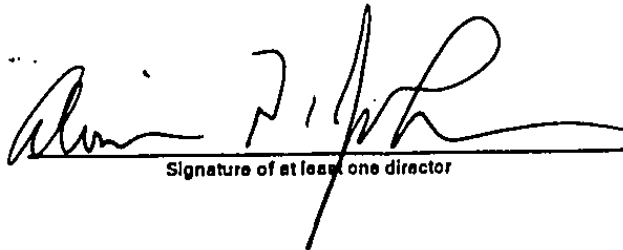
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Alvin T. Johnson, do hereby certify
that this Resolution of the Board of Directors of MACA Corporation
a corporation duly organized and existing under the laws of the State of Texas
was duly adopted on January 19, 19 96.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 25 PM 1:35

Resolved, that MACA Corporation, organized
and existing in the State of Texas, hereby adopts the
name Management Assistance Corporation of America for use in Florida.

Dated: January 19, 1996


Signature of at least one director

SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. MACA CORPORATION ~~dba Management Assistance Corporation of America~~
(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. Texas 3. 74-2027577
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. February 21, 1979 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 1995
(Date first transacted business in Florida. (See sections 007.1501, 007.1602, and 017.185, F.S.)

7. 8600 Boeing Drive
El Paso, Texas 79925
(Current mailing address)


8. Automated data processing and programming 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 Systems
Office Address: 1200 South Pine Island Road
Plantation, Florida, 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.


Daniel R. Glatz
(Registered agent's signature) *Asst Vice President*

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 25 PM 1:35

SENT BY:QFZ

11-29-95 15:48

MACA NE

915 772 2253:8 8

NOJ-15-1995 11143 FROM JLMC

TO

65056780273

P.04

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Mrs. Louise E. Johnson

Address: 8600 Boeing Drive

El Paso, Texas 79925

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Mr. Alvin T. Johnson

Address: 8600 Boeing Drive

El Paso, Texas 79925

Vice President: Mr. Tim E. Johnson

Address: 8600 Boeing Drive

El Paso, Texas 79925

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Alvin T. Johnson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Alvin T. Johnson, President
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

MACA CORPORATION
CHARTER# 464078

were filed in this office and a certificate of incorporation was issued on

FEBRUARY 21, 1979;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 25 PM 1:35



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on December 1, 1995.*

1087.

Antonio O. Garza, Jr.
Secretary of State

BAM