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ACCOUNT NO. : 072100000032

REFERENCE : 153122 89667A

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 70.00

ORDER DATE : November 13, 1996

ORDER TIME : 10:21 AM

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ORDER NO. : 153122-010

CUSTOMER NO: 89667A

CUSTOMER: Ms. Cherie Berrigan
American Operations
Suite 300
1420 Spring Hill Road
McLean, VA 22102

FOREIGN FILINGS

NAME: AMERICAN OPERATIONS
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 22 PM 2:32

RECEIVED
96 NOV 22 AM 11:20
DIVISION OF CORPORATION

11/22

**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. AMERICAN OPERATIONS CORPORATION

(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. DELAWARE

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

3. 54-1589253

(FEI number, if applicable)

4. JUNE 18, 1991

(Date of Incorporation)

5. PERPETUAL

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

6. OCTOBER 1, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1420 SPRING HILL ROAD, SUITE 300

MCLEAN, VIRGINIA 22102

(Current mailing address)

8.

PERFORM MILITARY HOUSING MAINTENANCE FOR THE U.S. GOVERNMENT

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, 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.

By: Maureen W. Cullen

(Registered agent's signature)

Maureen W. Cullen, Asst. Vice Pres.

- 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 addresses of officers and/or directors:

A. DIRECTORS

CEO & Chairman: L. Frank Field

Address: 1420 Spring Hill Road, Suite 300
McLean, VA 22102

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: James K. McCarthy

Address: 1420 Spring Hill Road, Suite 300
McLean, VA 22102

Vice Presidents C. Allan Foy, Edwin P. Geesey, & Kevin M. Berrigan

All located- Address: 1420 Spring Hill Road, Suite 300
McLean, VA 22102

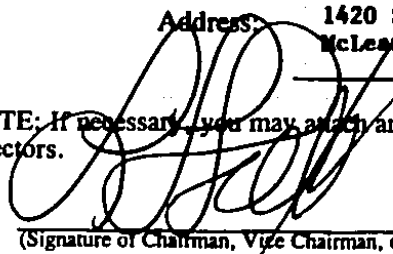
Secretary: Gina L. Field

Address: 1420 Spring Hill Road, Suite 300
McLean, VA 22102

Treasurer: Gina L. Field

Address: 1420 Spring Hill Road, Suite 300
McLean, VA 22102

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. L. Frank Field, CEO & Sole Director
(Typed or printed name and capacity of person signing application)

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State of Delaware

PAGE 1

Office of the Secretary of State

I EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN OPERATIONS CORPORATION" 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 TWENTY-FIRST DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID AMERICAN OPERATIONS CORPORATION WAS INCORPORATED ON THE EIGHTEENTH DAY OF JUNE, A.D. 1991.

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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11-21-96