

APR 24 2007 1:28PM

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 APR 24 PM 2:48

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

DELTEK SYSTEMS, INC.

RECEIVED

07 APR 24 AM 8:00

DIVISION OF CORPORATIONS

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T. Roberts APR 24 2007

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F97000000062

(Document number of corporation (if known))

1. Deltek Systems, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Virginia

(Incorporated under laws of)

3. December 17, 1996

(Date authorized to do business in Florida)

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TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 10, 2007

5. Deltek, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

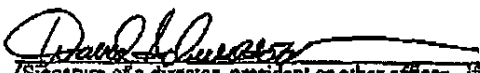
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

(New jurisdiction)


(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David Schwiesow

(Typed or printed name of person signing)

SVP, GC & Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "DELTEK SYSTEMS, INC.", FILED A CERTIFICATE OF CONVERSION, CHANGING ITS NAME TO "DELTEK, INC.", THE TENTH DAY OF APRIL, A.D. 2007, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DELTEK SYSTEMS, INC." WAS INCORPORATED ON THE TENTH DAY OF APRIL, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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.



4323317 8320

070470460

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5618668

DATE: 04-24-07