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F97000005877

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

700002339907--7
-11/06/97--01031--023
*****70.00 *****70.00

Newport News Shipbuilding Inc.

8/11/6
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATION

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. Newport News Shipbuilding 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. Delaware

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

3. 74-1541566

(FEI number, if applicable)

4. June 16, 1965

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 4101 Washington Avenue, Newport News, Virginia 23607

(Current mailing address)

8. See attached purpose clause

(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: C T Corporation System

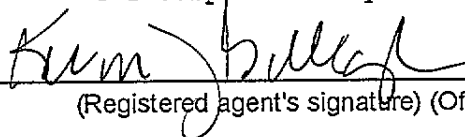
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Kevin J. Gallagher, Assistant Vice President

(Type Name and Title of Officer)

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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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached list of officers

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

14. Stephen B. Clarkson, Vice President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization Transact Business in Florida

**Purpose Clause of
Newport News Shipbuilding Inc.**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Florida.

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NEWPORT NEWS SHIPBUILDING INC OFFICERS

Name/Office	Home Address	Business Address	SSN	BD
W. P. Fricks, Chairman of the Board, President & Chief Executive Officer	2327 West Island Road Williamsburg, Va. 23185	4101 Washington Ave. Newport News, Va. 23601	258-70-0983	8-14-44
David J. Anderson, Senior Vice President & Chief Financial Officer	220 Par Drive Williamsburg, VA 23188	4101 Washington Ave Newport News, Va. 23601	310-50-2883	7-31-49
T. J. Bradburn, Vice President & Controller	125 West Landing Williamsburg, VA 23185	4101 Washington Ave. Newport News, Va. 23607	497-46-5955	5-12-43
S. B. Clarkson, Vice President, Secretary and General Counsel	3020 South Freeman Road Williamsburg, VA 23185	4101 Washington Ave. Newport News, Va. 23607	001-26-4505	7-1-37
W. G. Cooper, Vice President	11229 Beechwood Point Smithfield, VA 23430	4101 Washington Ave. Newport News, Va. 23607	086-42-9865	1-8-50
W. G. Cridlin, Jr., Vice President	215 Moonefield Drive Smithfield, VA 23430	4101 Washington Ave. Newport News, Va. 23607	224-60-8271	6-1-46
T. M. Hatfield, Vice President	105 Mill View Circle Williamsburg, VA 23185	4101 Washington Ave. Newport News, Va. 23607	465-76-8487	11-9-46
Alfred Little, Jr., Vice President	105 South Joshua's Way Yorktown, Va. 23692	4101 Washington Ave. Newport News, Va. 23607	183-36-1609	9-22-46
J. A. Palmer, Vice President	2489 Sanctuary Drive Williamsburg, VA 23185	4101 Washington Ave. Newport News, Va. 23607	565-48-1500	1-13-37
Marc Yve Eugenio Pelaez Vice President	112 Worplesdon Williamsburg, VA 23188	4101 Washington Ave. Newport News, Va. 23607	264-76-7299	4-1-46
T. C. Schievelbein, Executive Vice President	2521 Sanctuary Drive Williamsburg, VA 23185	4101 Washington Ave. Newport News, Va. 23607	516-68-4326	7-4-53
J. E. Shephard, Jr., Vice President	703 Marlbank Drive Yorktown, VA 23692	4101 Washington Ave. Newport News, Va. 23607	026-44-0961	1-20-56
P. A. Tucker Vice President	304 G Street SE Washington, DC 20003	801 Pennsylvania Ave. NW Suite 350 Washington, D.C. 20004	232-72-6242	3-17-47
G. A. Wade, Vice President	617 Snug Harbor Lane Newport News, VA 23606	4101 Washington Ave. Newport News, Va. 23607	029-32-9038	4-22-44
D. R. Wyatt, Treasurer	220 North Shore Road Norfolk, VA 23505	4101 Washington Ave. Newport News, Va. 23607	224-88-6807	5-21-58

NEWPORT NEWS SHIPBUILDING INC OFFICERS CONT.

Name/Office	Home Address	Business Address	SSN	BD
J. J. Gildea Asst. Secretary	84 Carlton Court Williamsburg, Va. 23185	4101 Washington Ave. Newport News, Va. 23607	180-44-8851	9/25/56
P. A. V. Huegel Asst. Secretary	510 Lanelle Place Newport News, Va. 23608r	4101 Washington Ave. Newport News, Va. 23607	572-82-9299	4-4-51
D. J. Huneycutt Asst. Secretary	102 Tue Marsh Lane Yorktown, Va. 23692	4101 Washington Ave. Newport News, Va. 23607	431-66-9292	10-30-39
T. E. Oram Asst. Treasurer	137 William Richmond Williamsburg, Va. 23185	4101 Washington Ave. Newport News, Va. 23607	114-62-0047	1-20-65
V. W. Schoenig Asst. Treasurer	100 Barrett Place Williamsburg, Va. 23185	4101 Washington Ave. Newport News, Va. 23607	167-48-6958	12-19-64
G. L. Corey Asst. Controller	890 Brompton Court Newport News, Va. 23608	4101 Washington Ave. Newport News, Va. 23607	227-06-7158	3-6-60

• **NEWPORT NEWS SHIPBUILDIGN INC DIRECTORS**

Name/Office	Home Address	Business Address	SSN	BD
G. L. Baliles, Director		Hunton & Williams Riverfront Plaza, East Tower 951 E. Byrd Street. Richmond, Va. 23219-4074	229-50-0870	7-8-40
L. A. Edney, Director		233 Prince George St. Annapolis, Md. 21401-1631	025-26-0990	
W. R. Harvey, Director		Hampton Univeristy Hampton, Va. 23668o	416-54-8733	1-29-41
D. G. Mead, Director		1275 King St. Greenwich, Ct. 06831-2946	347-26-4370	2-22-36
J. J. Sisco, Director		2517 Massachusetts Ave. NW Washington, DC 20008-2828	346-09-5426	10-31-19
S. R. Wilson, Director		Readers Digest Road Pleasantville, NY 10570	102-36-7695	10-19-46

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWPORT NEWS SHIPBUILDING INC." 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 SEVENTEENTH DAY OF SEPTEMBER, A.D. 1997.

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.

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97 NOV -6 PM 1:41



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

09-17-97