



THE UNITED STATES
CORPORATION
COMPANY

F980000000 684

ACCOUNT NO. : 072100000032

REFERENCE : 676535 11106A

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 70.00

ORDER DATE : January 21, 1998

ORDER TIME : 9:48 AM

ORDER NO. : 676535-040

CUSTOMER NO: 11106A

800002422099--9

CUSTOMER: Ms. Elizabeth House-balfour
Litton Industries
21240 Burbank Boulevard

Woodland Hills, CA 91367-6675

FOREIGN FILINGS

NAME: LITTON ENTERPRISE SOLUTIONS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -5 AM 11:16
98 FEB -5 AM 10:53
RECEIVED
DIVISION OF CORPORATION

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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. Litton Enterprise Solutions, 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.
Delaware
2. _____ 3. 95-4662279
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 8, 1997 5. perpetual
(Date of Incorporation) (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 817.155, F.S.)
21240 Burbank Boulevard
7. _____
Woodland Hills, California 91367
(Current mailing address)
8. Information technology consulting; systems and network management
(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: (P.O. Box or Mail Drop Box acceptable)
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: Corporation Service Company
[Signature]
(Registered agent's signature)

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: (Street address **ONLY**- P.O. Box **NOT** acceptable)

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

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Ana G. Rodriguez
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Ana G. Rodriguez, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Directors, Officers, etc.

Litton Enterprise Solutions, Inc.

Wednesday, January 07, 1998

DIRECTORS:

Rudolph E. Lang, Jr.	Director First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	1862 Fallview Road Westlake Village, CA 91361	
John E. Preston	Director First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	5220 Calenda Drive Woodland Hills, CA 91367	
Jeanette M. Thomas	Director First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	1400 Poinsettia Avenue Manhattan Beach, CA 90266	

OFFICERS:

Alden V. Munson, Jr.	President First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	668 36th Street Manhattan Beach, CA 90266	
Henry T. Bodurka	Vice President First Elected: Friday, September 12, 1997	Last Elected: Friday, September 12, 1997
Home Address:	155 Surmont Drive Los Gatos, CA 95032	
S. Lawrence Hoke	Vice President First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	5935 Nora Lynn Dr. Woodland Hills, CA 91367	
Rudolph E. Lang, Jr.	Vice President First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	1862 Fallview Road Westlake Village, CA 91361	
Frank C. Marshall, Jr.	Vice President First Elected: Friday, September 19, 1997	Last Elected: Friday, September 19, 1997
Home Address:	1250 Hidden Springs Avenue Agoura, CA 91301	
Leonard M. Pomata	Vice President First Elected: Friday, September 12, 1997	Last Elected: Friday, September 12, 1997

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Litton Enterprise Solutions, Inc.

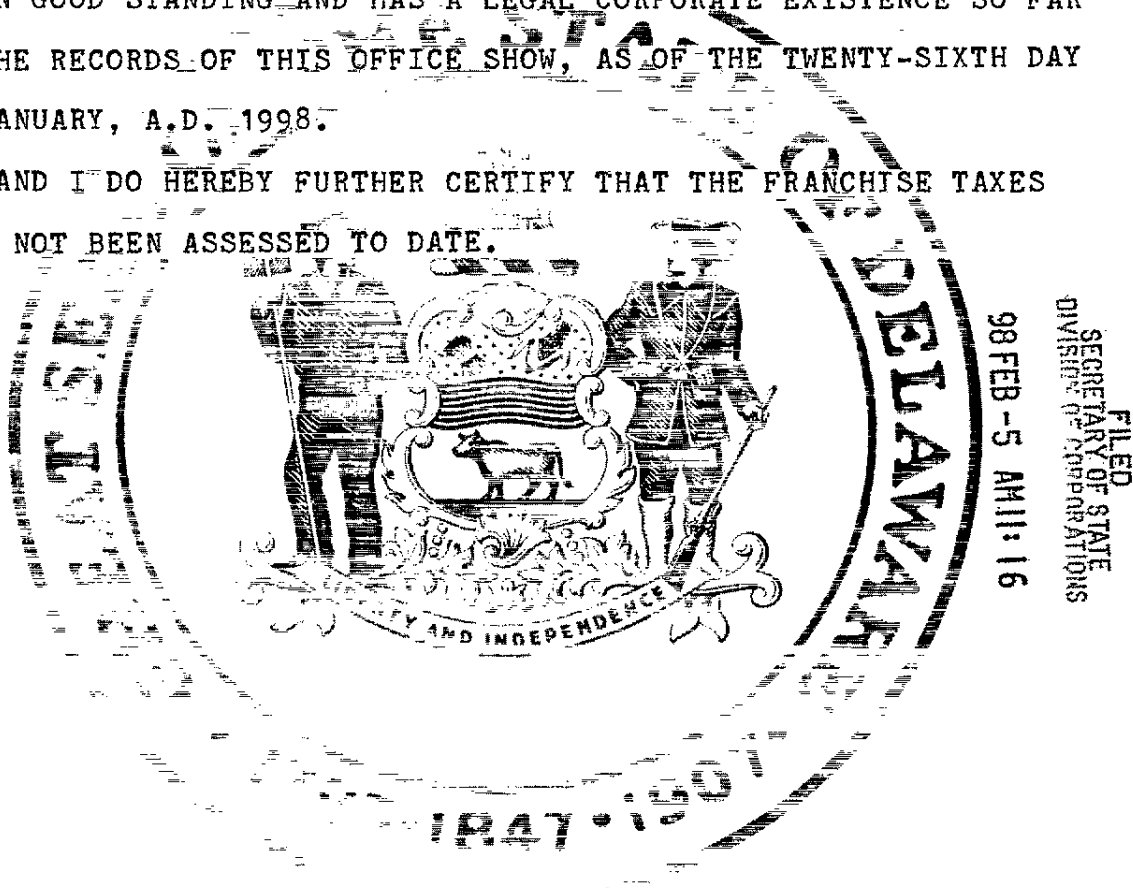
Home Address:	639 Nalls Farm Way Great Falls, VA 22066		
Richard J. Russin		Vice President First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	6031 Sadring Avenue Woodland Hills, CA 91367		
Carol A. Wicsner		Vice President First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	5554 Bill Cody Road Hidden Hills, CA 91302		
Jeanette M. Thomas		Secretary First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	1400 Poinsettia Avenue Manhattan Beach, CA 90266		
Timothy G. Paulson		Treasurer First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	5454 South Rim Street Westlake Village, CA 91362		
Ana G. Rodriguez		Assistant Secretary First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	15346 Avenida Socorro La Mirada, CA 90638		
Daniel O. Laksfoss		Assistant Treasurer First Elected: Monday, September 08, 1997	Last Elected: Monday, September 08, 1997
Home Address:	5346 Hinton Avenue Woodland Hills, CA 91367		

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -5 AM 11:45

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LITTON ENTERPRISE SOLUTIONS, 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 1998.

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



Edward J. Freel, Secretary of State

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AUTHENTICATION:

8884327

DATE:

01-26-98