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A PROFESSIONAL CORPORATION

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Caroline Marquez
(202) 429-7407

June 23, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 JUN 24 PM 2:29

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporation
409 E. Gains Street
Tallahassee, Florida 32399

400002571244--5
-06/24/98--01073--001
*****70.00 *****70.00

Re: MAI Acquisition, Inc.

Dear Sir/Madam:

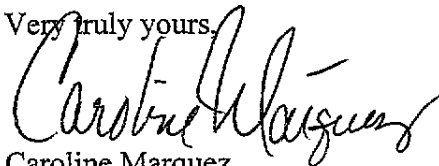
Enclosed for filing is the Application by Foreign Corporation for Authorization to Transact Business in Florida together with a Certificate of Good Standing, in connection with the above mentioned corporation.

In addition, enclosed is a s check in the amount of Seventy Dollars (\$70) to cover the cost of the filing fee.

Please send the Certificate of Authority to me via Federal Express (Account No. 0200-25131).

Should you have any questions concerning this matter, please do not hesitate to call me collect at (202) 429-7407. Thank you for you assistance in this matter.

Very truly yours,



Caroline Marquez
Corporate Paralegal

Enclosures

**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. MAI Acquisition, 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 3. 54-1877188
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 24, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon acceptance of application
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 7918 Jones Branch Drive, Suite 340

McLean, Virginia 22102-3307

(Current mailing address)

The corporation shall provide telecommunication information technology, computer software integration and temporary service solution to federal and state governments as well as similar non-government clients and any and all other activities which a corporation may lawfully engage in.

8. as well as similar non-government clients and any and all other activities which a
(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 NOT 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.

Sheila R. Hawker Asst. Secy.
(Registered agent's signature)
Sheila R. Hawker

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

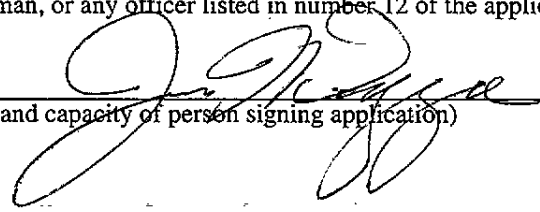
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. James H. Duggan, President
(Typed or printed name and capacity of person signing application)

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ADDENDUM TO APPLICATION FOR AUTHORITY

**MAI ACQUISITION, INC.
7918 JONES BRANCH DRIVE
MCLEAN, VA 22102**

<u>Office</u>	<u>Name</u>	<u>Business Address</u>
President	James H. Duggan	7918 Jones Branch Drive McLean, VA 22102
Secretary/Treasure	K. Dunlop Scott	7918 Jones Branch Drive McLean, VA 22102
Director	James H. Duggan	7918 Jones Branch Drive McLean, VA 22102
Director	K. Dunlop Scott	7918 Jones Branch Drive McLean, VA 22102

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAI ACQUISITION, 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-SECOND DAY OF JUNE, A.D. 1998.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9152445

DATE:

06-22-98