F98000005330

Document Number Only

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City State Zip Phone

700002647167--5
-09/23/98--01055--012
*****70.00 *****70.00

700002647167--5
-09/23/98--01055--013
***1150.00 ***1150.00

CORPORATION(S) NAME

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98 SEP 23 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/23

UDLP Holdings Corp.

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98 SEP 23 AM 11:30
DIVISION OF CORPORATIONS

(X) Profit
() NonProfit
() Limited Liability Company
(X) Foreign
() Limited Partnership
() Reinstatement
() Limited Liability Partnership
() Certified Copy

() Amendment
() Dissolution/Withdrawal
() Annual Report
() Reservation
() Photo Copies

() Merger
() Mark
() Other
() Change of R.A.
() Fictitious Name
() CUS

() Call When Ready
(X) Walk In
() Mail Out

() Call if Problem
() Will Wait

() After 4:30
(X) Pick Up

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Acknowledgment
W.P. Verifier

9/23/98

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THANKS
JOEY

file 1st

CR2E031 (1-89)

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. UDLP Holdings Corp.
(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. 52-2059780
(FEI number, if applicable)

4. September 8, 1997
(Date of Incorporation)

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

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6. October 6, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1525 Wilson Boulevard, Suite #700
Arlington, VA 22209
(Current mailing address)

8. The corporation is the sole general partner of a limited partnership qualified in FL.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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: ____________________
(Registered agent's signature) A.D. Hamilton, Asst. Secy.

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: ______________________

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. David V. Kolovat, Vice President, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

Officers of United Defense, L.P., United Defense Industries, Inc., and UDLP Holdings Corp.

Thomas W. Rabaut
President and Chief Executive Officer
United Defense, L.P.
1525 Wilson Blvd.
Suite 700
Arlington, VA 22209

Francis "Buzz" Raborn
Vice President and Chief Financial Officer
United Defense, L.P.
1525 Wilson Blvd.
Suite 700
Arlington, VA 22209

David V. Kolovat
Vice President, General
Counsel and Secretary
United Defense, L.P.
1525 Wilson Blvd.
Suite 700
Arlington, VA 22209

Arthur L. Roberts
Vice President and General Manager
International Division
United Defense, L.P.
1525 Wilson Blvd.
Suite 700
Arlington, VA 22209

Frederick M. Strader
Vice President and General Manager
United Defense, L.P.
Armament Systems Division
4800 East River Rd.
Minneapolis, MN 55421

Dennis A. Wagner
Vice President
Business Development and Marketing
United Defense, L.P.
1525 Wilson Blvd.
Suite 700
Arlington, VA 22209

Peter C. Woglom
Vice President and General Manager
United Defense, L.P.
Ground Systems Division
P.O. Box 15512
York, PA 17405

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UDLP HOLDINGS CORP." 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 EIGHTEENTH DAY OF SEPTEMBER, A.D. 1998.

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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98 SEP 23 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9309995

DATE: 09-18-98