



INFORMATION DYNAMICS, INC.

6862 Elm Street, Suite 700 • McLean, VA 22101
Tel: (703) 903-6900 • Fax: (703) 903-4997

February 25, 1999

F99000003046

Qualification/Tax Lien Section Division of Corporations
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Information Dynamics, Inc.

800002791228--8
-03/01/99--01151--001
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

David J. Frankel
Information Dynamics, Inc.
6862 Elm Street, Suite 700
McLean, VA 22101

W99-5050
p.g. 684

Should you need to call someone concerning this matter, please call:

David J. Frankel at (703) 903-6900

Sincerely,

David J. Frankel
General Counsel

Enclosures

AL JUN 15 1999

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DIVISION OF CORPORATIONS
99 JUN 15 AM 9:24



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 2, 1999

DAVID J. FRANKEL
INFORMATION DYNAMICS, INC.
6862 ELM STREET, SUITE 700
MCLEAN, VA 22101

SUBJECT: INFORMATION DYNAMICS, INC.
Ref. Number: W99000005050

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We have received your document for INFORMATION DYNAMICS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 799A00009447

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INFORMATION DYNAMICS, INC.

6862 Elm Street, Suite 700 • McLean, VA 22101
Tel: (703) 903-6900 • Fax: (703) 903-4997

March 26, 1999

Qualification/Tax Lien Section Division of Corporations
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ATTN: Agnes Lunt, Documentation Specialist

SUBJECT: Information Dynamics, Inc.

Ref. Number: W99000005050

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DIVISION OF CORPORATIONS
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Dear Ms. Lunt:

This letter is in response to your March 2, 1999 letter, identified as Letter Number 799A00009447. That letter acknowledged receipt of the application Information Dynamics, Inc., (the "corporation") filed for authorization to transact business in Florida, and a check in the amount of \$70.00. Your letter notified us the name designated in our application was not available and that the corporation must adopt an alternate name for use in the State of Florida.

Please find enclosed a resolution adopted by our Board of Directors. Pursuant to the resolution, the corporation adopts the name Info Dyne, Inc., for use in Florida.

Please feel free to call me if you have any questions.

Sincerely,

David J. Frankel
General Counsel

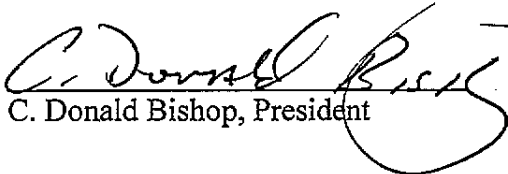
Enclosure

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned C. Donald Bishop, do hereby certify that this Resolution of the Board of Directors of Information Dynamics, Inc., a corporation duly organized and existing under the laws of the State of Maryland, was duly adopted on March 26, 1999.

Be it resolved, that Information Dynamics, Inc., organized and existing in the State of Maryland, hereby adopts the name Info Dyne, Inc., for use in Florida.

Dated: March 26, 1999


C. Donald Bishop, President

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 2, 1999

DAVID J. FRANKEL
INFORMATION DYNAMICS, INC.
6862 ELM STREET, SUITE 700
MCLEAN, VA 22101

SUBJECT: INFORMATION DYNAMICS, INC.
Ref. Number: W99000005050

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This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for INFORMATION DYNAMICS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since October 1, 1998. You were notified by letter dated March 2, 1999, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1150.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Agnes Lunt
Document Specialist Letter No. 599A00016802

Enclosure



INFORMATION DYNAMICS, INC.

6862 Elm Street, Suite 700 • McLean, VA 22101
Tel: (703) 903-6900 • Fax: (703) 903-4997

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June 1, 1999

Gerald T. York, Assistant General Counsel
Florida Department of State
LL 10 The Capitol
Tallahassee, FL 32399

SUBJECT: Information Dynamics, Inc., Qualification to Do Business in Florida
Ref. Number W99000005050

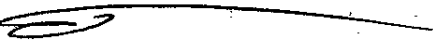
Dear Mr. York:

This letter is a follow-up to the conversation we had several weeks ago regarding the application Information Dynamics, Inc. (IDI), filed for authorisation to transact business in Florida. We had been notified by Ms. Agnes Lunt, Documentation Specialist for the Division of Corporations, that a \$1,500 penalty had to be paid because IDI had been conducting business in Florida prior to submitting its application. I explained to you that the only business IDI has conducted in Florida to date has been performed exclusively at the Kennedy Space Center, a federal enclave. When all business a foreign corporation conducts in a foreign state is conducted exclusively on a federal enclave, there is no requirement for the corporation to qualify to do business in the foreign state. As you noted, the following cases support this proposition: Leslie Miller, Inc. v. State of Ark., 352 U.S. 187, 77 S.Ct. 257, 1 L.Ed.2d 231 (U.S.Arkt., Dec 17, 1956); Gartrell Const. Inc. v. Aubry, 940 F.2d 437, 131 A.L.R. Fed. 773, 37 Cont.Cas.Fed. (CCH) P 76,149 (9th Cir.(Cal.), Jul 25, 1991); G. L. Christian and Associates v. U. S., 160 Ct.Cl. 58, 320 F.2d 345 (Ct.Cl., Jul 12, 1963); and U.S. v. State of Mont., 699 F.Supp. 835 (D.Mont.1988).

You concurred with this legal proposition and agreed to cause IDI's application to be processed without payment of any penalty, subject to your receipt of this letter and an affidavit from two corporate officers confirming that IDI has conducted no business in Florida other than at the Kennedy Space Center. You will find enclosed the affidavits of Mr. Jarvis "Skip" Olson, who is an IDI Vice President, and Mr. Jack Kelly, who is IDI's Chief Financial Officer.

I appreciate your cooperation and assistance. Please do not hesitate to call me if you have any questions or need any additional information.

Sincerely,



David J. Frankel
General Counsel
Enclosures



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: June 11, 1999

RE: Information Dynamics, Inc.

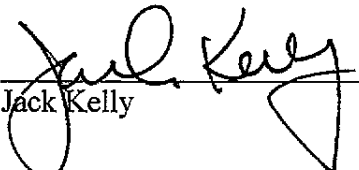
Based on my review of the file and the affidavits received from the corporation, as well as followup research, it is my recommendation that this file be closed. Information Dynamics Inc., is a Maryland Corporation representing that its work in Florida consists of contract work at Kennedy Space Center. In Leslie Miller, Inc. v. Arkansas, 352 U.S. 187 (1956), the United States Supreme Court essentially held that subjecting a federal contractor to Arkansas licensing policies would frustrate federal contracting policies in violation of the Supremacy Clause. Subsequent cases relying on Miller make clear that federal procurement law preempts application of state licensing requirements, and that a contractor performing work exclusively for the federal government is exempt from state licensing requirements. Gartrell Construction Incorporated v. Aubry, 940 F.2d 437 (9th Cir. 1991); G.L. Christian and Associates v. United States, 320 F.2d 345 (Ct. Cl. 1963); United States v. Montana, 699 F. Supp. 835 (D. Mont. 1988); United States v. Carter, 121 So.2d 433 (Fla. 1960). Accordingly, absent additional information, because Information Dynamics, Inc., is exempt from filing under section 607.1501, Florida Statutes, no penalties should be sought for its previous failure to obtain a certificate of authority. Corporation wishes to be qualified to do business, and it is my recommendation corporation be issued a certificate of authority.

/gty

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AFFIDAVIT

1. My name is Jack Kelly. I am over the age of 21 and am competent to testify.
2. I am a Certified Public Accountant and am the Chief Financial Officer for Information Dynamics, Inc. (IDI).
3. I am familiar with all business operations that IDI conducts.
4. The only business operations that IDI has ever conducted to date in the State of Florida have been in support of NASA and have been performed exclusively at the Kennedy Space Center, a federal enclave.
5. I affirm under the penalty of perjury that the contents of this affidavit are true and correct to the best of my knowledge, information, and belief.



Jack Kelly

6/1/99

Date

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AFFIDAVIT

1. My name is Jarvis "Skip" Olson. I am over the age of 21 and am competent to testify.
2. I am a Vice President for Information Dynamics, Inc. (IDI), and am familiar with all business operations that IDI conducts in Florida.
3. The only business operations that IDI has conducted to date in the State of Florida have been in support of NASA and have been performed exclusively at the Kennedy Space Center, a federal enclave.
4. I affirm under the penalty of perjury that the contents of this affidavit are true and correct to the best of my knowledge, information, and belief.


Jarvis "Skip" Olson

6-2-99
Date

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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. Information Dynamics, 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. Maryland

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

3. 52-1395799

(FEI number, if applicable)

4. November 10, 1994

(Date of incorporation)

5. Perpetual

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

6. October 1, 1998

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 007.1502 and 817.155, F.S.)

7. 6862 Elm Street, Suite 700

McLean, VA 22101

(Current mailing address)

8. To carry on any business not contrary to the General Corporation Law of Maryland

(Purpose(s) of corporation authorized in borne state or country to be carried out in state of Florida).

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box ~~NOT~~ acceptable)

Name: Jarvis L. Olson

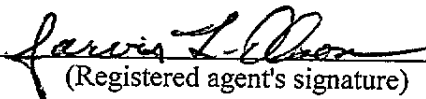
Office Address: 248 Via Hararre

Merrit Island Florida, 32953

(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.


(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.

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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: Dr. James S.C. Hsu
Address: 6862 Elm Street, Suite 700
McLean, VA 22101

Vice Chairman:
Address:

Director: C. Donald Bishop
Address: 6862 Elm Street, Suite 700
McLean, VA 22101

Director:
Address:

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

C.E.O. Dr. James S.C. Hsu
Address: 6862 Elm Street, Suite 700
McLean, VA 22101

President: C. Donald Bishop
Address: 6862 Elm Street, Suite 700
McLean, VA 22101

Secretary: C. Donald Bishop
Address: 6862 Elm Street, Suite 700
McLean, VA 22101

Treasurer: Dr. James S.C. Hsu
Address: 6862 Elm Street, Suite 700
McLean, VA 22101

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. C. Donald Bishop, Secretary
(Typed or printed name and capacity of person signing application)

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STATE OF MARYLAND

707577

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

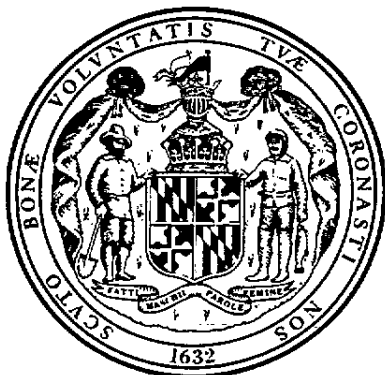
301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ACCORDING TO THE RECORDS OF THIS DEPARTMENT INFORMATION DYNAMICS, INC. FILED ARTICLES OF INCORPORATION WHICH WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON NOVEMBER 10, 1994.

I FURTHER CERTIFY THAT INFORMATION DYNAMICS, INC. IS IN GOOD STANDING WITH THIS DEPARTMENT AT THE TIME OF THIS CERTIFICATE.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 16TH DAY OF FEBRUARY, 1999.

Rita Winston
RITA WINSTON
CHARTER DIVISION