

Florida Department of State

Division of Corporations
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L. SELLERS

FEB 24 2011



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EXAMINER

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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

*Please check
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submitted 2/16*

RE-SUBMIT

*Please retain original filing
date of submission 2/16*

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: _____

**Foreign Limited Liability Company
Communications & Power Industries LLC**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$125.00

RECEIVED
11 FEB 23 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
11 FEB 16 PM 1:34
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Communications & Power Industries LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "LLC," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 770405693

(FEI number, if applicable)

4. 6/12/1995

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7.

811 Hansen Way, Palo Alto, CA 94304

(Street Address of Principal Office)

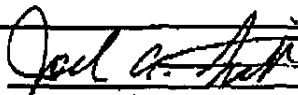
8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

See Rider 1

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: See Rider 2



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.153, F.S.)

Joel A. Littman

Typed or printed name of signer

RECEIVED
FLORIDA DEPARTMENT OF STATE
MAY 1 1995

11 FEB 16 PM 1:34

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Communications & Power Industries LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

C T Corporation System

By: _____

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Rider 1:

9. The name and usual business addresses of the managing members or managers are as follows:

O. Joe Caldarelli	c/o Communications & Power Industries LLC 811 Hansen Way, Palo Alto, CA 94304
Robert A. Fickett	c/o Communications & Power Industries LLC 811 Hansen Way, Palo Alto, CA 94304
Robert B. McKeon	c/o Veritas Capital Fund Management, L.L.C.590 Madison Avenue, 41st Floor, New York, NY 10022
Hugh D. Evans	c/o Veritas Capital Fund Management, L.L.C.590 Madison Avenue, 41st Floor, New York, NY 10022
Ramzi M. Musallam	c/o Veritas Capital Fund Management, L.L.C.590 Madison Avenue, 41st Floor, New York, NY 10022
Jeffrey P. Kelly	c/o Veritas Capital Fund Management, L.L.C.590 Madison Avenue, 41st Floor, New York, NY 10022

Rider 2

Without limiting the scope of the foregoing, the purpose of the Company includes the development, manufacture and distribution of products used to generate, amplify, transmit and receive high-power/high-frequency microwave and radio frequency signals and/or provide power and control for end use commercial and defense-related applications.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "COMMUNICATIONS & POWER INDUSTRIES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF JUNE, A.D. 1995, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE ELEVENTH DAY OF AUGUST, A.D. 1995, AT 4:29 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE ELEVENTH DAY OF AUGUST, A.D. 1995, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWELFTH DAY OF MARCH, A.D. 2004, AT 5:40 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TENTH DAY OF DECEMBER, A.D. 2004, AT 4:50 O'CLOCK P.M.


CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM

2515190 8310

110164178

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8563971

DATE: 02-16-11