

m98000000111



EARTHDATA
INTERNATIONAL

January 30, 1998

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

45 WEST WATKINS MILL ROAD
GAITHERSBURG, MD 20878
301.948.8550
FAX 301.963.2064

Re: *Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida*

900002418669--5
-02/02/98--01079--001
****337.50 ****293.75

To Whom it May Concern:

Attached please find our completed application to register EarthData International of Maryland, LLC as an authorized firm able to transact business in the State of Florida. Per the instructions, I have enclosed the following information:

- The referenced application
- An original Certificate
- Affidavit of membership and contributions of foreign limited liability company
- Certificate of designation of registered agent/registered office
- A check in the amount of \$337.50 (\$250. Filing fee for application and affidavit \$35. For designation of registered agent - \$52.50 for a certified copy).

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB -6 PM 12:21

EARTHDATA AVIATION
HAGERSTOWN, MD

EARTHDATA HOLDINGS
WASHINGTON, DC

EARTHDATA INTERNATIONAL
ALBUQUERQUE, NM

EARTHDATA INTERNATIONAL

HIGH POINT, NC	
Name	2/4/98
Availability	dec
EARTHDATA TECHNOLOGIES	
HAGERSTOWN, MD	
agent	
Member	DCC
AFFILIATES:	
UPPER	
TOWILL, INC.	
SAN FRANCISCO, CA	
Verityer	
CALGIS, INC.	
FRESNO, CA	
acknowledgement	
W. P. Verityer	

Our firm has recently been awarded a contract to work with Lee County Government Florida and obtaining this "business license" is a critical component for the County's contracts department. We sincerely would appreciate receiving expedited service on this application and truly thank you in advance for your assistance.

If you have any questions, or if there is anything I can do to move this along, please feel free to contact me directly at 800-337-8260, ext. 111.

Thank you again for your kind assistance in this matter.

Respectfully,

EarthData International of Maryland, LLC

Mary E. Hiatt

Mary E. Hiatt
Vice President
Business Development

Sworn to and subscribed before me this 30th
day of January, 1998, a Maryland Notary
Public for Howard County, MD.
Witness my hand and official seal.

My Comm. Exps. 9/19, 1998

C. TAX _____
FILING _____
R. AGENT FEE _____
C. _____
T. _____
H. _____
BALANCE DUE _____
REFUND _____

m98000000111



EARTHDATA

INTERNATIONAL

February 5, 1998

Florida Department of State
Registration Section
Division of Corporations
Attention: Ms. Diana Cushing
409 E. Gaines Street
Tallahassee, Florida 32399

Re: *Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida*

Your Telephone Conversation with Paul McCormack of February 5, 1998

Dear Ms. Cushing:

Attached please find our affidavit of change to the application dated January 30, 1998
filed with your office earlier this week.

If you have any questions, please do not hesitate to contact me directly.

Respectfully,

EarthData International of Maryland, LLC

Mary E. Hiatt

Mary E. Hiatt
Vice President
Business Development

Betty J. Woods
Betty J. Woods
Notary Public
of the State of Maryland

My Commission Expires 7/01/99



45 WEST WATKINS MILL ROAD
GAITHERSBURG, MD 20878
301.948.8550
FAX 301.963.2064

EARTHDATA AVIATION
HAGERSTOWN, MD

EARTHDATA HOLDINGS
WASHINGTON, DC

EARTHDATA INTERNATIONAL
ALBUQUERQUE, NM

EARTHDATA INTERNATIONAL
HIGH POINT, NC

EARTHDATA TECHNOLOGIES
HAGERSTOWN, MD

AFFILIATES:

TOWILL, INC.
SAN FRANCISCO, CA

CALGIS, INC.
FRESNO, CA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1998

MARY E. HIATT
EARTHDATA INTERNATIONAL OF MARYLAND LLC
46 WEST WATKINS MILL ROAD
GAITHERSBURG, MD 20878

SUBJECT: EARTHDATA INTERNATIONAL OF MARYLAND, LLC
Ref. Number: W98000002556

We have received your document for EARTHDATA INTERNATIONAL OF MARYLAND, LLC and your check(s) totaling \$337.50. However, the document has not been filed and is being retained in this office for the following:

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 \$2,392.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

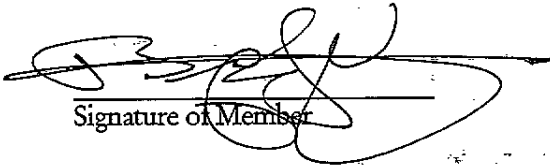
Letter Number: 898A00006379

EarthData International

AFFIDAVIT OF CHANGE

Please note that after careful review of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, we filed with your office on January 30, 1998, we have the following affidavit of change to submit. The response to item number six (date first transacted business in Florida), should be eliminated. We have just been awarded a contract with Lee County Government and the contracts will be initiated after receipt of this business license, therefore, this line should be left empty or marked NA (not applicable).

This is the only change to our application dated January 30, 1998.



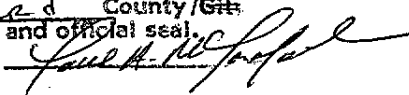
Signature of Member

February 5, 1998

Bryan J. Logan
Chairman and Chief Executive Officer
EarthData International of Maryland, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 12:21

Sworn to and subscribed before me this 5th
day of February 1998, a Maryland Notar
Public for Howard County/Git
Witness my hand and official seal.



45 West Watkins Mill Road
Gaithersburg, MD 20878

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

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

1. **EarthData International of Maryland, LLC**

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. **State of Maryland, U.S.A.**

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

3. **52-207-1575**

(FEI number, if applicable)

4. **November 4, 1997**

(Date of Organization)

5. **Perpetual**

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

6. **December 1996**

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. **45 West Watkins Mill Road, Suite G**

Gaithersburg, MD 20878

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Bryan J. Logan</u>	<u>MGRM</u>	<u>Brian Wegner</u>	<u>MGR</u>
<u>45 West Watkins Mill Rd., Suite G</u>		<u>45 West Watkins Mill Rd., Suite G</u>	
<u>Gaithersburg, MD 20878</u>		<u>Gaithersburg, MD 20878</u>	
<u>Jeff Leonard</u>	<u>MGR</u>	<u>Hal McCord</u>	<u>MGR</u>
<u>45 West Watkins Mill Rd., Suite G</u>		<u>45 West Watkins Mill Rd., Suite G</u>	
<u>Gaithersburg, MD 20878</u>		<u>Gaithersburg, MD 20878</u>	
<u>Mary Hiatt</u>	<u>MGR</u>		
<u>45 West Watkins Mill Rd., Suite G</u>			
<u>Gaithersburg, MD 20878</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 6 PM 1:25

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____
EarthData International of Maryland, LLC certifies:

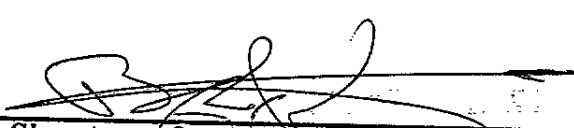
* 1) the above named limited liability company has at least two members;

*Please note that this LLC has only one member which is valid under Maryland state law.

2) the total amount of cash contributed by the member(s) is \$ No cash contributed

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 4,121,322 ;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 4,121,322
(This total includes amounts from 2 and 3 above.)

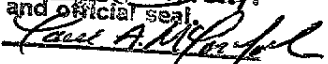

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

January 30, 1998

Bryan J. Logan Chairman and Chief Executive Officer

Typed or printed name of signee

Sworn to and subscribed before me this 30th
day of January 19 98, a Maryland Notary
Public for Howard County, MD.
Witness my hand and official seal.


My Comm. Exps. 9/19, 1998

Filing Fee: \$250.00 for Application and Affidavit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 12:21

**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:

EarthData International of Maryland, LCC

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

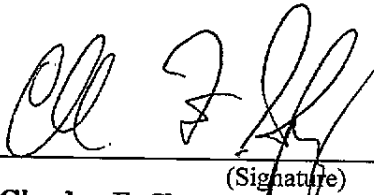
FL

33324

City/State/Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 12:21

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.

 ASST. SEC.
(Signature)

Charles F. Shampang
Assistant Secretary
CT Corporation System

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF MARYLAND

604214

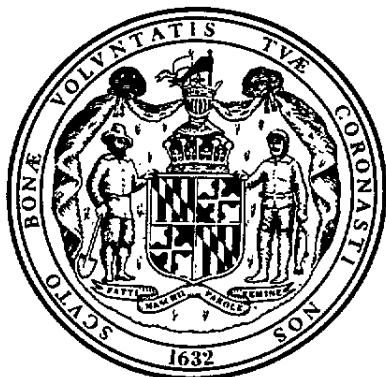
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

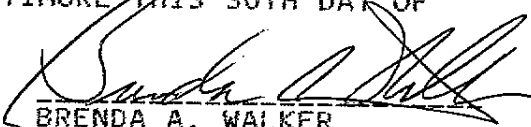
I, BRENDA A. WALKER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHT OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT EARTHDATA INTERNATIONAL OF MARYLAND, LLC IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND AND THAT SAID LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 12:21



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 30TH DAY OF JANUARY, 1998.


BRENDA A. WALKER
ADMIN SPECIALIST II