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LAW OFFICES
GINSBURG, FELDMAN AND BRESS

CHARTERED

1250 CONNECTICUT AVENUE, N.W.

WASHINGTON, D.C. 20036

TELEPHONE (202) 637-9000

FAX (202) 637-9105

TELEX 4938614

8201 GREENSBORO DRIVE
MCLEAN, VA 22102
TELEPHONE (703) 821-3610
FAX (703) 821-7990

CORRESPONDENT OFFICE
9, RUE BOISSY D'ANGLAS
75008 PARIS, FRANCE

MARY BETH RYAN
LEGAL ASSISTANT
(202) 637-9046

March 13, 1997

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-03/14/97--01081--015
****122.50 ****122.50

Re: MTS Analytics, Inc.

Dear Sir/Madam:

Enclosed are Articles of Incorporation of MTS Analytics, Inc. A check for \$122.50 is enclosed in payment of the filing fee, registered agent designation and to obtain a certified copy.

Please return the certified copy and acknowledgement of filing to the undersigned at the above address.

Sincerely,

Mary Beth Ryan

Mary Beth Ryan

Enclosures

634.

Mary Beth Ryan GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Address
DATE 3/20/97
DOC. EXAM g

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 PM 2:02

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ARTICLES OF INCORPORATION

OF

MTS ANALYTICS, INC.

FILED
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CORPORATIONS
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THE UNDERSIGNED, Timothy J. Jessell, whose post office address is 1250 Connecticut Avenue, Washington, D.C. 20036, being a natural person, does hereby act as an incorporator and adopts the following Articles of Incorporation to form a corporation pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I: The name of the corporation (which is hereinafter called the "Corporation") is MTS Analytics, Inc. 11140 Rockville Pike, Rockville, MD 20852

ARTICLE II: The purposes for which the Corporation is organized are:

- (a) To engage in and carry on any act or activity for which corporations may be formed under Florida Business Corporation Act.
- (b) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.
- (c) The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the Florida Business Corporation Act now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.
- (d) The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

ARTICLE III: The address of the initial registered office of the Corporation in this State is 7540 Founders Way, Ponte Vedre Beach, Florida, county of St. John, and the name of the initial registered agent of the Corporation at such address is Michael T. Shreve.

ARTICLE IV: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000), all of one class. Such class is designated as "Common". The par value of each share of such class is One Dollar (\$1.00).

ARTICLE V: There are no preferences, qualifications, limitations, restrictions, or special or relative rights in respect to the shares of the class designated as "Common", except as hereinafter provided. Each share which is outstanding shall be entitled to one (1) vote on each matter which is submitted to a vote of the stockholders.

ARTICLE VI: Provisions limiting or denying to stockholders of the Corporation the pre-emptive right to acquire additional shares of stock of the Corporation are:

No stockholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE VII: The Corporation shall have three (3) initial directors, and the name and address of each person who is to serve as an initial director of the Corporation are as follows:

Michael T. Shreve

7540 Founders Way
Ponte Vedre Beach, FL 32082

Thomas O. Bowersox

8941 Falls Farm Drive
Potomac, MD 20854

Sharon A. Shreve

8540 Founders Way
Ponte Vedre Beach, FL 32082

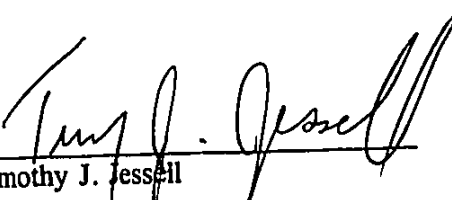
ARTICLE VIII: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (a) All powers and authority of the Corporation shall be vested in and exercised by the Board of Directors
- (b) No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity, shall be invalid by reason of the fact that one or more directors of this Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action.

ARTICLE IX: The duration of this Corporation shall be perpetual.

ARTICLE X: The Corporation shall to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acting
as incorporator, and have acknowledged them to be my act, on this 13 day of March,
1997.

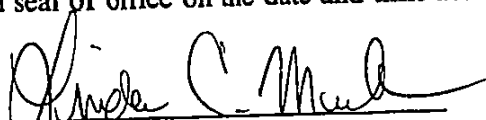


Timothy J. Jessell
Incorporator

District of Columbia)
) ss:

On this 13th day of March, 1997, before me a Notary Public in the jurisdiction
aforesaid, personally appeared Timothy J. Jessell, who is to me known to be the person named
as the incorporator in the foregoing Articles of Incorporation of MTS Analytics, Inc. and who
acknowledged to me that he subscribed said Articles of Incorporation as the incorporator of said
Corporation on the date and time aforesaid.

Witness my hand and seal of office on the date and time aforesaid.



Notary Public

Commission expires: 9/30/00


Seal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 17 PM 2:02

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and does hereby accept the obligations of Section 607.0505, Florida Business Corporation Act.



Registered Agent

WSA97018