

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

JAN 22 2010

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is CGI Federal Inc.
2. It is incorporated under the laws of DE
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 03/24/2004 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 12601 Fair Lakes Circle, 5th Floor, Fairfax, VA 22033

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island
(City/Town) (Zip Code)

that address is Corporation Service Company
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Providing IT consulting and ERO software implementation services.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See attached</u>	
Director		
Director		
Director		

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	See attached	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
10,000 shares	Common		Par value of \$0.1

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 320.0M.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 100.0k.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.003 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 420.0M.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 2.0M.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.5 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 21, 2010

Scott B. Pfof
Signature of Authorized Officer of the Corporation

Scott B. Pfof

Type or Print Name of Authorized Officer

CGI Federal Directors

Name	Home Address	Office Address
Paul Lombardi	7241 Addington Drive McLean, VA 22102	12601 Fair Lakes Circle Fairfax, VA 22033
General Robert Harding		7918 Jones Branch Drive, Suite 530 McLean, VA 22102-3366
William Schneider, Jr.	112 Meeting House Road Mt. Kisco, NY 10549	12601 Fair Lakes Circle Fairfax, VA 22033
James B. Peake, MD	209 10 th St. SE Washington, DC 20003	12601 Fair Lakes Circle Fairfax, VA 22033
Donna Morea	3176 Holmes Run Road Falls Church, VA 22042	11325 Random Hills Road Fairfax, VA 22033
Joseph Figini		11325 Random Hills Road Fairfax, VA 22033
Michael Roach	186 Lake Driveway West Ajax, Ontario, Canada L1S 4Y2	1130 Sherbrooke St., West 7th Floor Montreal, Quebec, Canada H3B 4S8
David Anderson		1130 Sherbrooke St., West 7th Floor Montreal, Quebec, Canada H3B 4S8

CGI Federal Officers

Name	Title	Home Address	Office Address
George Schindler	President	11402 Meath Dr Fairfax, VA 22030	12601 Fair Lakes Circle Fairfax, VA 22033
Scott Pfost	CFO & Treasurer	13460 Chapelwood Ct Bristow, VA 20136	12601 Fair Lakes Circle Fairfax, VA 22033
Christina Marchione	Secretary	21376 Sturman Place Ashburn, VA 20148	12601 Fair Lakes Circle Fairfax, VA 22033
Scott Nadeau	Facility Security Officer		12601 Fair Lakes Circle Fairfax, VA 22033

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CGI FEDERAL INC." 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 THIRTEENTH DAY OF JANUARY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CGI FEDERAL INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

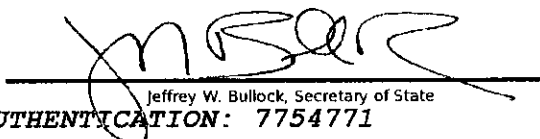
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7754771

DATE: 01-13-10



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

