

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

MOHAWK SYSTEMS CORPORATION

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is MOHAWK SYSTEMS CORPORATION

SECOND: The name which it elects to use in Rhode Island is MOMENTUM SYSTEMS CORPORATION

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is December 5, 1985 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Del. 19801

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R.I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are To deal in computer servicing and equipment and to engage in any and all lawful business permitted under the Rhode Island business corporation act. Business in Rhode Island will be conducted only under its fictitious name: MOMENTUM SYSTEMS CORPORATION.

**EIGHTH:** The names and respective addresses of its directors and officers are:

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

**NINTH:** 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 per Share or Statement that Shares are without Par Value</u>
1,000	Common	-	\$1.00 par value

**TENTH:** The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
100	Common	-	\$1.00 par value

**ELEVENTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 42,000,000.00

**TWELFTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ 130,000.00

**THIRTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ 20,000,000.00

**FOURTEENTH:** An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 340,000.00

**FIFTEENTH:** This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 23, 19 86

MOHAWK SYSTEMS CORPORATION  
[Exact Corporate Name of Corporation Making Application]

By [Signature]  
Frederick W. Schmidt Its Vice President  
and [Signature]  
William J. Hewitt Its Secretary

STATE OF New York }  
COUNTY OF New York } Sc.

At New York, New York in said County on the 23rd day  
of April 19 86, before me personally appeared  
Frederick W. Schmidt, who being by me first duly sworn, declared that  
he is the Vice President of MOHAWK SYSTEMS CORPORATION,  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

[Signature]  
Notary Public

(NOTARIAL SEAL)

NICOLIE CHRISTIN  
Notary Public, State of New York  
No. 31-4513347  
Qualified in New York County  
Commission Expires March 30, 1987



28151

CP65 65.00  
CHEK 65.00  
0124A001

05/19/86 PAID

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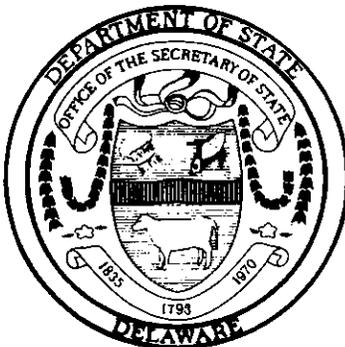
# State of Delaware



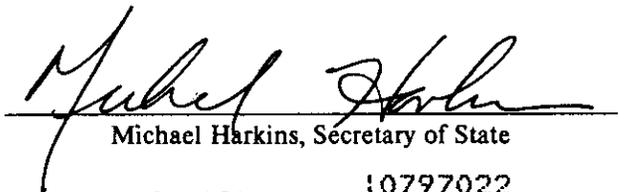
## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF MOHAWK SYSTEMS CORPORATION FILED IN THIS OFFICE ON THE FIFTH DAY OF DECEMBER, A.D. 1985, AT 10 O'CLOCK A.M.

! ! ! ! ! ! ! ! ! !



726113048

  
Michael Harkins, Secretary of State

AUTHENTICATION: !0797022

DATE: 04/23/1986

CERTIFICATE OF INCORPORATION  
OF  
MOHAWK SYSTEMS CORPORATION

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FIRST: The name of the Corporation is  
MOHAWK SYSTEMS CORPORATION

SECOND: The address of the registered office of  
the Corporation in the State of Delaware is No. 1209  
Orange Street, in the City of Wilmington, County of New Castle.  
The name of the Corporation's registered agent at such address  
is The Corporation Trust Company.

THIRD: The purposes for which the Corporation is  
formed are to engage in any lawful act or activity for which  
corporations may be organized under the Delaware General  
Corporation Law.

FOURTH: The total number of shares of stock which  
the Corporation shall have authority to issue is 1,000 shares  
of the par value of \$1 per share. All such shares shall be of  
one class and shall be designated Common Stock.

FIFTH: The name and mailing address of the sole  
incorporator of the Corporation are as follows:

William J. Hewitt  
45 Rockefeller Plaza  
New York, N.Y. 10111

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized and empowered to make, alter or repeal the By-laws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any By-law made by the Board of Directors.

SEVENTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation; and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring, certifying and acknowledging under penalties of perjury

that the facts herein stated are true and that this Certificate is his act and deed, and accordingly has hereunto set his hand, this 4th day of December 1985.

  
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William J. Hewitt  
Incorporator