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ID Number: 127141



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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:

- The name of the corporation is Alion Science and Technology Corporation
- It is incorporated under the laws of Delaware
- The name, if different, which it elects to use in Rhode Island is:
 - 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:
Alion Science and Technology Corporation
 - 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:

- The date of its incorporation is 10/10/2001 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange St. (c/o The Corporation Trust Company), Wilmington, Delaware 19801
- The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Computer modeling and simulation technology application

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>SEE ATTACHMENT</u>	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

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By QVB #9122

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
15,000,000	Common		\$0.01

10. 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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
	Common		\$0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 16,000,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (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 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 180,000,000.00.
- (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 \$ 0.00.
- (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 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 9-11-02

Alion Science and Technology Corporation

Print Exact Name of Corporation Making Application

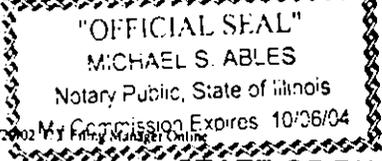
By [Signature]
 Gary N. Amstutz President or Vice President (check one)

AND

By [Signature]
 Stephen J. Trichka Secretary or Assistant Secretary (check one)

STATE OF Illinois
 COUNTY OF Cook

In Chicago, on this 11th day of SEPTEMBER, 2002, personally appeared before me Gary N. Amstutz who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



[Signature]
 Notary Public Michael S. Ables
 My Commission Expires: 10/06/2004

Attachment to Rhode Island

Purpose Clause

Provider of scientific and technological expertise, consultative services and solutions helping solve problems and better manage processes for government and industrial clients. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

ALION SCIENCE AND TECHNOLOGY CORPORATION
EXECUTIVE OFFICERS and BOARD OF DIRECTORS

EXECUTIVE OFFICERS:

President & CEO

Bahman Atefi

Alion Science and Technology Corporation
1750 Tysons Boulevard, Suite 1300
McLean, Virginia 22102

**Senior Vice President, CFO
& Treasurer**

Gary N. Amstutz

Alion Science and Technology Corporation
1750 Tysons Boulevard, Suite 1300
McLean, Virginia 22102

Senior Vice President

C. Randall Crawford

Alion Science and Technology Corporation
185 Admiral Cochrane Drive
Annapolis, Maryland 21401

Senior Vice President & CAO

Stacy J. Mendler

Alion Science and Technology Corporation
1750 Tysons Boulevard, Suite 1300
McLean, Virginia 22102

**Senior Vice President, GC
& Secretary**

Stephen J. Trichka

Alion Science and Technology Corporation
1750 Tysons Boulevard, Suite 1300
McLean, Virginia 22102

Senior Vice President

Barry S. Watson

Alion Science and Technology Corporation
1750 Tysons Boulevard, Suite 1300
McLean, Virginia 22102

BOARD of DIRECTORS:

Chairman
Bahman Atefi

Alion Science and Technology Corporation
1750 Tysons Boulevard, Suite 1300
McLean, Virginia 22102

Leslie Armitage

c/o Alion Science and Technology Corporation
Attn: Stephen J. Trichka
1750 Tysons Boulevard, Suite 1300
McLean, Virginia 22102

Lewis Collens

Illinois Institute of Technology
Perlstein Hall, Room 223
10 West 33rd Street
Chicago, Illinois 60616

Donald E. Goss

c/o Alion Science and Technology Corporation
Attn: Stephen J. Trichka
1750 Tysons Boulevard, Suite 1300
McLean, Virginia 22102

Robert L. Gowney

c/o Alion Science and Technology Corporation
Attn: Stephen J. Trichka
1750 Tysons Boulevard, Suite 1300
McLean, Virginia 22102

Gen. (Ret.) George A. Joulwan

c/o Alion Science and Technology Corporation
Attn: Stephen J. Trichka
1750 Tysons Boulevard, Suite 1300
McLean, Virginia 22102

Gen. (Ret.) Michael E. Ryan

c/o Alion Science and Technology Corporation
Attn: Stephen J. Trichka
1750 Tysons Boulevard, Suite 1300
McLean, Virginia 22102

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ALION SCIENCE AND TECHNOLOGY CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

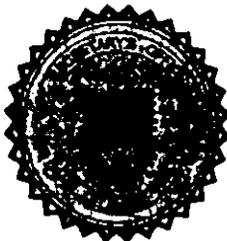
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TENTH DAY OF OCTOBER, A.D. 2001, AT 12:30 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FOURTH DAY OF JUNE, A.D. 2002, AT 12 O'CLOCK P.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "BEAGLE HOLDINGS, INC." TO "ALION SCIENCE AND TECHNOLOGY CORPORATION", FILED THE SEVENTH DAY OF AUGUST, A.D. 2002, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1975258

DATE: 09-10-02