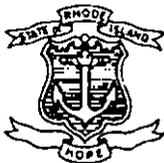


Filing Fee: \$150.00

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION

134244

AUG 22 11 12 AM '03



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
AUG 14 1 41 PM '03

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

ACS Defense, LLC *4642019*

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is August 6, 2003

5. The period of duration of the limited liability company is (if perpetual, so state) perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is CT CORPORATION SYSTEM
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

1209 Orange St., Wilmington, DE 19801

9. The mailing address for the limited liability company is:

2828 N. Haskell, ATTN: Legal Dept.

Dallas, TX 75204

FILED

AUG 22 2003

By *[Signature]*

10. The limited liability company is to be managed by:

(Check one box only)

its members or by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
William L. Deckelman, Jr.	2828 N. Haskell, ATTN: Legal Dept., Dallas, TX 75204
_____	_____
_____	_____
_____	_____
_____	_____

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

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

Date: 8/7/03

ACS Defense, LLC

Print Exact Name of Limited Liability Company Making Application

By Wayne R. Lewis
Signature of authorized person

Wayne R. Lewis, Assistant Secretary



August 19, 2003

Rhode Island Secretary of State

To Whom It May Concern:

Please accept this letter as the consent of ACS Defense, Inc. to permit ACS Defense, LLC to use the name ACS Defense, LLC for the purposes of qualifying to conduct business in the State of Rhode Island.

Sincerely,

ACS DEFENSE, INC.

By: Wayne R. Lewis
Wayne R. Lewis
Assistant Secretary

80, 11, 2003 | 77, 504

80, 11, 2003
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FILED

AUG 22 2003

By _____

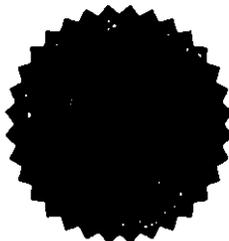
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACS DEFENSE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3689866 8300

AUTHENTICATION: 2576078

030522635

DATE: 08-11-03