

Fee \$50.00
License Fee \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

76797

Corp. I.D. # 04-2993452

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

MARINE ACOUSTICS, INC.

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 Marine Acoustics, Inc.

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

Marine Acoustics, Inc.

(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 Massachusetts

FOURTH: The date of its incorporation is 12/30/87 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 110 Old Beach Road, Newport, Rhode Island 02840

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

C T CORPORATION SYSTEM
[Signature]
Signature

EDWARD GWISDALLA
Assistant Vice President

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

See Attached Continuation Sheet #1 attached hereto and incorporated herein by reference.

MAY 9 1994
RECEIVED
SECRETARY OF STATE

FILED

MAY 9 1994

By *[Signature]*
122009

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
William Theodore Ellison	Director	112 Old Beach Road, Newport, RI 02840
Annelise Ellison	Director	112 Old Beach Road, Newport, RI 02840
Clayton Henry Spikes	Director	1304 Beachview Road, Annapolis, MD 21403
Patrick Edward Skarp	DIRECTOR	P.O. Box 644, Columbia, MD 21045-0644
Lee Smith, III	DIRECTOR	1805 Crystal Dr., Suite 1101, Arlington, VA 22202
Bernard L. Patterson	DIRECTOR	479 Wolcott Ave., Middletown, RI 02840
William Theodore Ellison	President	112 Old Beach Road, Newport, RI 02840
Patrick Edward Skarp	Vice President	P.O. Box 644, Columbia, MD 21045-0644
Lee Smith, III	Vice President	1805 Crystal Dr., Suite 1101, Arlington, VA 22202
William Theodore Ellison	Clerk	112 Old Beach Rd., Newport, RI 02840
William Theodore Ellison	Treasurer	112 Old Beach Rd., Newport, RI 02840
Annelise Ellison	Vice President and Assistant Treasurer	112 Old Beach Rd., Newport, RI 02840
Clayton Henry Spikes	Executive Vice President	1304 Beachview Road, Annapolis, MD 21403

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>
300	common	n/a	\$.01

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>
166,667	common	n/a	\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 67,706.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 37,419.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 4,411,301.00

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 \$ 1,500,397.00

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 14 March, 19 94

Marine Acoustics, Inc.

[Exact Corporate Name of Corporation Making Application]

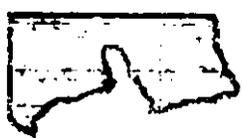
By William Theodore Ellison
William Theodore Ellison
Its President
and William Theodore Ellison
William Theodore Ellison
Its Secretary/Clerk

STATE OF Rhode Island }
COUNTY OF Newport } Sc.

At in said County on the 14 day
of March 19 94, before me personally appeared
William Theodore Ellison, who being by me first duly sworn, declared that
he is the President and Clerk of Marine Acoustics, Inc.,
that he signed the foregoing document as such President and Clerk of the
corporation, and that the statements therein contained are true.

John McCarty
Notary Public
My Commission Expires 8/31/95

(NOTARIAL SEAL)



CONTINUATION SHEET #1

To manufacture, buy, sell, lease, use, service and otherwise deal in machines, equipment, goods, wares, merchandise, and real and personal property of every nature and description utilized in analytical and experimental scientific research, including the development and manufacture of scientific instrumentation of every nature and description; to lease, rent, or license others to manufacture, buy, sell, lease, use, service, and otherwise deal in machines, equipment, goods, wares, merchandise, and real and personal property of every nature and description utilized in analytical and experimental scientific research, including the development and manufacture of scientific instrumentation; to advise, counsel, and consult individuals, firms and organizations, private and public, with respect to the aforesaid; to become, by contract or endorsement, a guarantor or surety or to otherwise lend credit to another person, firm or corporation; and further to carry on any business permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B.

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CERTIFICATE OF

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 150.00 having been paid, said articles are deemed to have been filed with me this 30th day of December 1997.

Effective date

Michael J. Connolly
MICHAEL J. CONNOLLY
Secretary of State

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$150 General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

TRUE COPY ATTEST
Michael J. Connolly
MICHAEL J. CONNOLLY
SECRETARY OF STATE
DATE 5-9-97 CLERK *Wue*

PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT

Terry L. Tollefson, Paralegal
SURIER, SCHEITR & GRAHAM, P.C.
110 Massachusetts Avenue
Boston, Massachusetts 01720
Tel: (617) 263-9501