

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 128290



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 Textron Innovations Inc.
- 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:

 - 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 March 27, 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 Street, Wilmington (New Castle County), Delaware 19801
- The address of its proposed registered office in Rhode Island is 10 Weybosset Street

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:
Management of certain domestic intellectual property for the Textron family of affiliated companies.

FILED

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

	Name	Address
Director	<u>Arnold M. Friedman</u>	<u>40 Westminster Street, Providence, RI 02903</u>
Director	<u>Ann T. Willaman</u>	<u>40 Westminster Street, Providence, RI 02903</u>
President	<u>Arnold M. Friedman</u>	<u>40 Westminster Street, Providence, RI 02903</u>
Vice President	<u>Julie G. Duffy</u>	<u>40 Westminster Street, Providence, RI 02903</u>
Treasurer	<u>Mary F. Lovejoy</u>	<u>40 Westminster Street, Providence, RI 02903</u>
Secretary	<u>Ann T. Willaman</u>	<u>40 Westminster Street, Providence, RI 02903</u>

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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
1,000	Common		\$1.00/share
1,000	Preferred		\$1.00/share

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
100	Common		\$1.00/share
380 (total)	Preferred	(see attached Ex. A. for detail)	\$1.00/share

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 5,179,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 5,179,000.00.
- (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 100%. [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 \$ 400,000,000.00.
- (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 \$ 400,000,000.00.
- (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 100% [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: November 1, 2002

Textron Innovations Inc.
 Print Exact Name of Corporation Making Application
 By Cherie G. Duffy
 President or Vice President (check one)
 AND
 By Ann J. Williams
 Secretary or Assistant Secretary (check one)

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, on this 1st day of November, 2002, personally appeared before me Julie G. Duffy 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.

Loralee Dwyer
 Notary Public
 My Commission Expires: 9-5-06

TEXTRON INNOVATIONS INC.**Authorized and Issued Preferred Shares**
(November 1, 2002)

Number of Shares	Class	Series	Par Value per Share
10	Preferred	Series A-1 Redeemable Preferred	\$1.00
10	Preferred	Series A-2 Redeemable Preferred	\$1.00
10	Preferred	Series A-3 Redeemable Preferred	\$1.00
10	Preferred	Series A-4 Redeemable Preferred	\$1.00
10	Preferred	Series A-5 Redeemable Preferred	\$1.00
10	Preferred	Series A-6 Redeemable Preferred	\$1.00
10	Preferred	Series A-7 Redeemable Preferred	\$1.00
10	Preferred	Series A-8 Redeemable Preferred	\$1.00
10	Preferred	Series A-9 Redeemable Preferred	\$1.00
10	Preferred	Series A-10 Redeemable Preferred	\$1.00
10	Preferred	Series A-11 Redeemable Preferred	\$1.00
10	Preferred	Series A-12 Redeemable Preferred	\$1.00
10	Preferred	Series A-13 Redeemable Preferred	\$1.00
10	Preferred	Series A-14 Redeemable Preferred	\$1.00
10	Preferred	Series A-15 Redeemable Preferred	\$1.00
10	Preferred	Series A-16 Redeemable Preferred	\$1.00
10	Preferred	Series A-17 Redeemable Preferred	\$1.00
10	Preferred	Series A-18 Redeemable Preferred	\$1.00
10	Preferred	Series A-19 Redeemable Preferred	\$1.00
10	Preferred	Series A-20 Redeemable Preferred	\$1.00
10	Preferred	Series A-21 Redeemable Preferred	\$1.00
10	Preferred	Series A-22 Redeemable Preferred	\$1.00
10	Preferred	Series A-23 Redeemable Preferred	\$1.00
10	Preferred	Series A-24 Redeemable Preferred	\$1.00
10	Preferred	Series A-25 Redeemable Preferred	\$1.00
10	Preferred	Series A-26 Redeemable Preferred	\$1.00
10	Preferred	Series A-27 Redeemable Preferred	\$1.00
10	Preferred	Series A-28 Redeemable Preferred	\$1.00
10	Preferred	Series A-29 Redeemable Preferred	\$1.00
10	Preferred	Series A-30 Redeemable Preferred	\$1.00
10	Preferred	Series A-31 Redeemable Preferred	\$1.00
10	Preferred	Series A-32 Redeemable Preferred	\$1.00
10	Preferred	Series A-33 Redeemable Preferred	\$1.00
10	Preferred	Series A-34 Redeemable Preferred	\$1.00
10	Preferred	Series A-35 Redeemable Preferred	\$1.00
10	Preferred	Series A-36 Redeemable Preferred	\$1.00
10	Preferred	Series A-37 Redeemable Preferred	\$1.00
10	Preferred	Series A-38 Redeemable Preferred	\$1.00

380 Total Shares Issued

Delaware

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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 "TEXTRON INNOVATIONS INC." AS RECEIVED AND FILED IN THIS OFFICE.

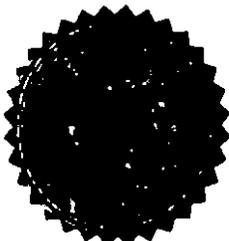
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF LIMITED PARTNERSHIP, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TEXTRON IPMP L.P." TO "TEXTRON INNOVATIONS L.P.", FILED THE NINTH DAY OF JULY, A.D. 2001, AT 12 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "TEXTRON INNOVATIONS L.P." TO "TEXTRON INNOVATIONS INC.", FILED THE FIFTEENTH DAY OF APRIL, A.D. 2002, AT 10 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2073318

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DATE: 11-06-02