Filing fee: $150.00
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

Corp. I.D. # 92396

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

Rockwell Collins, 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 Rockwell Collins, Inc.

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

Rockwell Collins, 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 Nevada

FOURTH: The date of its incorporation is October 28, 1996 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 One East First Street, Reno, Nevada 89501

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 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

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

Nameholder. 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 Rhode Island.

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FILED
NOV 25 1996
By cc #43 174812

FORM 27A 10M 9-91

(R. I. - 2175 - 5/15/92)

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

Name	Office	Address
See attached list of directors	Director	
	Director	
	Director	
See attached list of officers.	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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	(No series)	$1

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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1	Common	(No series)	$1

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is $ 1,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is $ 0

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is $ 0

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 $ 0

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.

ROCKWELL COLLINS, INC.

Name	Address	Position
S. S. McKenney	625 Liberty Avenue, Pittsburgh, PA 15222-3123	President, Secretary & Director
D. W. Greenfield	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Vice President, Assistant Secretary and Director
R. K. Beck	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Director
L. H. Cramer	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Treasurer
J. R. Cribbs	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Assistant Treasurer
C. C. Stoops, Jr.	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Assistant Treasurer
W. T. Thompson	625 Liberty Avenue, Pittsburgh, PA 15222-3123	Assistant Treasurer

Dated November 21, 1996

Rockwell Collins, Inc.
[Exact Corporate Name of Corporation Making Application]

By S.S. McKenney
S. S. McKenney
Its President & Secretary

and D.W. Greenfield
D. W. Greenfield
Its Assistant Secretary

STATE OF Pennsylvania
COUNTY OF Allegheny } SC.

At Pittsburgh in said County on the 21st day of November 1996, before me personally appeared D. W. Greenfield, who being by me first duly sworn, declared that he is the Assistant Secretary of Rockwell Collins, Inc. that he signed the foregoing document as such Assistant Secretary of the corporation, and that the statements therein contained are true.

Grace E. Michel
Notary Public
Grace E. Michel

(NOTARIAL SEAL)

Notarial Seal
Grace E. Michel, Notary Public
Pittsburgh, Allegheny County
My Commission Expires May 19, 1997
Member, Pennsylvania Association of Notaries

(R. I. - 2175)

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA
OCT 28 1996
No. C22276-96
Dean Heller
DEAN HELLER, SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
ROCKWELL COLLINS, INC.

Invoice # paid 105559 125.00

ARTICLE I. The name of the Corporation is Rockwell Collins, Inc.

ARTICLE II. The Corporation's principal office in the State of Nevada is located at One East First Street, in the City of Reno, County of Washoe. The name and address of its resident agent is The Corporation Trust Company of Nevada, One East First Street, Reno, Nevada 89501.

ARTICLE III. The nature of the business, or objects or purposes to be transacted, promoted or carried on, are: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Nevada exclusive of insurance, engineering, banking or gaming activities.

ARTICLE IV. The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares, of which One Thousand (1,000) shares of the par value of $1 each are to be of a class designated Common Stock.

ARTICLE V. The governing board of the Corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of the Corporation.

The number of directors that shall constitute the first Board of Directors shall be three (3). The names and post office addresses of the first Board of Directors are as follows:

Name	Post Office Address
Samuel S. McKenney, III	625 Liberty Avenue Pittsburgh, Pennsylvania 15222
Robert K. Beck	625 Liberty Avenue Pittsburgh, Pennsylvania 15222
David W. Greenfield	625 Liberty Avenue Pittsburgh, Pennsylvania 15222

RECEIVED
OCT 28 1996
SECRETARY OF STATE

ARTICLE VI. The name and post office address of the Sole Incorporator are as follows:

Name	Post Office Address
S. S. McKenney	Rockwell International Corporation 625 Liberty Avenue Pittsburgh, Pennsylvania 15222

ARTICLE VII. The Corporation is to have perpetual existence.

ARTICLE VIII. In furtherance and not in limitation of the powers conferred by the laws of the State of Nevada:

A. The Board of Directors of the Corporation is expressly authorized to adopt, alter, amend and repeal the By-Laws of the Corporation, in any manner not inconsistent with the laws of the State of Nevada or the Articles of Incorporation of the Corporation.

B. Meetings of stockholders may be held outside the State of Nevada, if the By-Laws so provide.

C. The books of the Corporation may be kept at such place (subject to any provision contained in the laws of the State of Nevada), within or without the State of Nevada, as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

ARTICLE IX. No director or officer of the Corporation shall be liable to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except for liability (i) for acts or omissions which involve intentional misconduct or a knowing violation of law or (ii) under Nevada Revised Statutes, 1957 Chapter 78.300. No repeal or modification of this Article IX, directly or by adoption of an inconsistent provision of these Articles of Incorporation, by the stockholders of the Corporation shall be effective with respect to any cause of action, suit, claim or other matter that, but for this Article, would accrue or arise prior to such repeal or modification.

ARTICLE X. From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the statutes of the State of Nevada at the time in force may be added or inserted in the manner at the time prescribed by said statutes, and all rights at any time conferred upon the stockholders of the Corporation by its Articles of Incorporation are granted subject to the provisions of this Article X.

IN WITNESS WHEREOF, I have signed this Certificate as of this 25th day of October, 1996.

S. S. McKenney

S. S. McKenney
Sole Incorporator

This instrument was acknowledged before me on October 25, 1996, by S. S. McKenney as incorporator of Rockwell Collins, Inc.

Grace E Michel
Notary Public

Notarial Seal
Grace E. Michel, Notary Public
Pittsburgh, Allegheny County
My Commission Expires May 19, 1997
Member, Pennsylvania Association of Notaries

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT

The Corporation Trust Company of Nevada hereby accepts appointment as Resident Agent for the above-named corporation.

THE CORPORATION TRUST COMPANY OF NEVADA

By: Rhea K Pastor
Signature of Resident Agent
(Assistant Secretary)

Date: 10-28-96

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STATE OF NEVADA
Secretary of State

I hereby certify that this is a true and complete copy of the document as filed in this office.

NOV 0 1 '96

Dean Heller

DEAN HELLER
Secretary of State