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From:

09/22/2005 16:15 #401 P.001/005

Division of Corporations

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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Athena Innovative Solutions, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 SEP 22 P 2:46

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Athena Innovative Solutions, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 07-0800945  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 9, 2005 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Veritas Capital Management II, L.L.C. 680 Madison Avenue, New York NY 10021  
(Principal office address)

Same as above  
(Current mailing address)

Any lawful act or activity, including but not limited to the operation of a security and information technology firm.

8. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: National Corporate Research, Ltd., Inc.

Office Address: 515 East Park Avenue

Tallahassee, Florida 32301  
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation of the state designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

*Ana Marie Cummins*  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA  
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**A. DIRECTORS**

Chairman: See Attached Exhibit A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See Attached Exhibit A

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]  
(Signature of Director or Officer listed in number 12 of the application)

14. Thomas J. Campbell Secretary  
(Typed or printed name and capacity of person signing application)

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Exhibit A

DIRECTORS AND OFFICERS OF ATHENA INNOVATIVE SOLUTIONS, INC

<u>DIRECTORS</u>	<u>ADDRESS</u>
Robert B. McKeon, Director	Athena Innovative Solutions, Inc. c/o Veritas Capital Management II, L.L.C. 660 Madison Avenue New York, NY 10021
Thomas J. Campbell, Director	Athena Innovative Solutions, Inc. c/o Veritas Capital Management II, L.L.C. 660 Madison Avenue New York, NY 10021
Ramzi M. Musallam, Director	Athena Innovative Solutions, Inc. c/o Veritas Capital Management II, L.L.C. 660 Madison Avenue New York, NY 10021
<u>OFFICERS</u>	<u>ADDRESS</u>
Robert B. McKeon, President	Athena Innovative Solutions, Inc. c/o Veritas Capital Management II, L.L.C. 660 Madison Avenue New York, NY 10021
Thomas J. Campbell, Secretary	Athena Innovative Solutions, Inc. c/o Veritas Capital Management II, L.L.C. 660 Madison Avenue New York, NY 10021
Ramzi M. Musallam, Assistant Secretary	Athena Innovative Solutions, Inc. c/o Veritas Capital Management II, L.L.C. 660 Madison Avenue New York, NY 10021

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# Delaware

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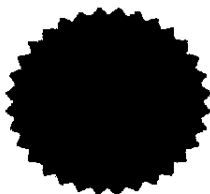
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATHENA INNOVATIVE SOLUTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATHENA INNOVATIVE SOLUTIONS, INC." WAS INCORPORATED ON THE NINTH DAY OF AUGUST, A.D. 2005.

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

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TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4172585

DATE: 09-21-05

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