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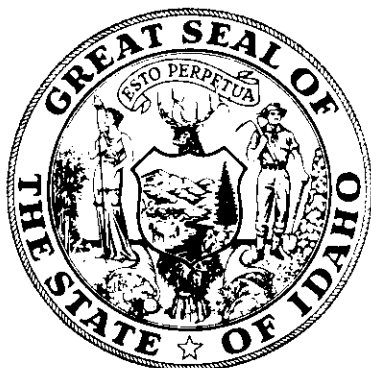
CERTIFICATE OF WITHDRAWAL
OF

WHITTAKER DIVESTITURE TWO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WHITTAKER DIVESTITURE TWO, INC. for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated January 23, 19 91.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

A handwritten signature in cursive script, likely belonging to the Corporation Clerk.
Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, **Idaho Code**, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is Whittaker Divestiture Two, Inc.
The name which it used in Idaho is Whittaker Divestiture Two, Inc.
2. It is incorporated under the laws of Oregon
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is Whittaker Corporation, 10880 Wilshire Blvd., #800, Los Angeles, CA 90024
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By

Edward R. Muller

Its President

And

Joanne M. Vago

Its Secretary

STATE OF California

COUNTY OF Los Angeles

) ss:
)

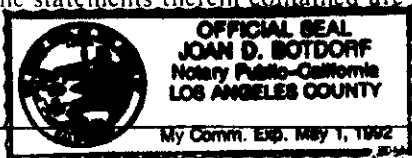
I, Joan D. Boldorf, a notary public, do hereby certify that on this

16th day of January, 19 91, personally appeared

before me Edward R. Muller + Joanne M. Vago, who being by me first duly sworn,

declared that he is the President of Whittaker Divestiture Two, Inc.
and she is its Secretary.

she that he signed the foregoing document as officers of the corporation and that the statements therein contained are true.



Joan D. Boldorf
Notary Public