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State of Idaho

Department of State

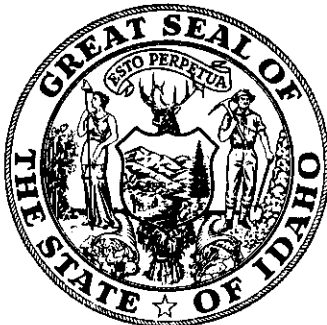
CERTIFICATE OF WITHDRAWAL OF

LITTON INDUSTRIAL SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of LITTON INDUSTRIAL SERVICES, 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 3, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of 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 Litton Industrial Services, Inc.
The name which it used in Idaho is Litton Industrial Services, Inc.
2. It is incorporated under the laws of Nevada
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 may be mailed is General Counsel Western Atlas Inc., 360 N. Crescent Drive, Beverly Hills, CA 90210
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 Joseph T. Casey And Virginia S. Young
Its Vice President Its Secretary

STATE OF California)
COUNTY OF Los Angeles) ss:

I, _____, a notary public, do hereby certify that on
this _____ day of _____, 19____, personally appeared before
me Joseph T. Casey, who being by me first duly sworn, declared that (s)he
is the Vice President of Litton Industrial Services, Inc.

that (s)he signed the foregoing documents as Vice President
of the corporation and that the statements therein contained are true.

Notary Public

Submit application and filing fee

Office of the Secretary of State
Corporations Division

Secretary of State use only

IDAHO SECRETARY OF STATE
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CK #: 1366 CUST# 23160
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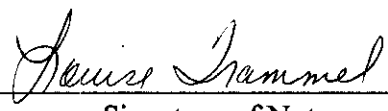
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STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

On November 23, 1993, before me, Louise Trammel, personally appeared Joseph T. Casey and Virginia S. Young, personally known to me or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



Signature of Notary

