

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|--|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Leidos, Inc. | | 09/27/2013 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Leidos, Inc. | | |
| Street Address: | 11951 Freedom Drive | | |
| City: | Reston | | |
| State/Country: | VIRGINIA | | |
| Postal Code: | 20190 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3175215 | COUNTERBOMBER | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2027197049 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 2027197000 | | |
| Email: | tmdocket@wileyrein.com | | |
| Correspondent Name: | Wiley Rein, LLP | | |
| Address Line 1: | 1776 K Street, NW | | |
| Address Line 4: | Washington, DISTRICT OF COLUMBIA 20006 | | |
| ATTORNEY DOCKET NUMBER: | 82421.0049 | | |
| NAME OF SUBMITTER: | Jennifer L. Elgin | | |
| Signature: | /JLE/ | | |
| Date: | 02/06/2014 | | |

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Total Attachments: 4

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SCIENCE APPLICATIONS INTERNATIONAL CORPORATION", CHANGING ITS NAME FROM "SCIENCE APPLICATIONS INTERNATIONAL CORPORATION" TO "LEIDOS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2013, AT 10:55 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2013, AT 4 O'CLOCK P.M.

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131136299




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0771973

DATE: 09-27-13

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005210 FRAME: 0084

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

SCIENCE APPLICATIONS INTERNATIONAL CORPORATION, a Delaware Corporation, hereby certifies as follows:

1. The name of the Corporation is SCIENCE APPLICATIONS INTERNATIONAL CORPORATION and it was originally incorporated under the name of Science Applications, Inc.

2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on October 21, 1980.

3. This Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") amends and restates the provisions of the Corporation's Certificate of Incorporation as heretofore amended and supplemented.

4. This Certificate of Incorporation was duly adopted by the Corporation's Board of Directors and stockholders in accordance with Section 242 and 245 of the General Corporation Law of the State of Delaware.

5. This Certificate of Incorporation shall become effective at 4 p.m., Eastern time, on September 27, 2013 (the "*Effective Time*").

6. Effective upon the Effective Time, the text of the Corporation's Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

FIRST: NAME. The name of the Corporation is Leidos, Inc.

SECOND: ADDRESS. The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company.

THIRD: PURPOSE. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "DGCL").

FOURTH: CAPITALIZATION. The total number of shares of capital stock which the Corporation shall have the authority to issue is 10,000 shares. All such shares are to be Common Stock, par value \$.01 per share, and are to be of one class.

FIFTH: BALLOT. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall otherwise provide.

SIXTH: BYLAWS. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the Corporation.

SEVENTH: THE BOARD OF DIRECTORS.

(A) Number of Directors. The number of directors which shall constitute the whole Board of Directors of the Corporation shall be not less than seven (7) and not more than fourteen (14) and the exact number shall be fixed by the Board of Directors.

(B) Term. Commencing at the 2008 annual meeting of stockholders, all directors shall be elected for a term expiring at the next succeeding annual meeting of stockholders, by such stockholders having the right to vote on such election. The term of each director serving as and immediately following the date of the 2008 annual meeting of stockholders shall expire at the next annual meeting of stockholders at such date, notwithstanding that such director may have been elected for a terms that extended beyond the date of such annual meeting of stockholders. Each director shall serve until the director's term expires in accordance with the foregoing provision or until the director's prior resignation, death, disqualification or removal from office, provided that each director shall serve notwithstanding the expiration of the director's term until the director's successor shall be duly elected and qualified.

EIGHTH: AMENDMENT. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

NINTH: INDEMNIFICATION AND LIMITATION OF LIABILITY

(A) Indemnification.

(1) *Indemnification of Directors and Officers.* The Corporation shall indemnify its directors and elected and appointed officers to the fullest extent authorized or permitted by the DGCL, as the same exists or may hereafter be amended, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or administrators) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of the Corporation.

(2) *Advancement of Expenses.* The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorney's fees) incurred by past or present directors and officers of the Corporation in defending any proceeding in advance of its final disposition; provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by such persons to repay all amounts advanced if it should be ultimately determined that such person is not entitled to be indemnified under this Article NINTH or otherwise.

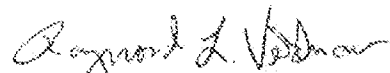
(3) *Indemnification of Employees and Agents.* The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation who are not directors or officers similar to those conferred in this Section (A) to directors and officers of the Corporation.

The right to indemnification and to the advancement of expenses conferred in this Section (A) shall be exclusive of any other right which any person may have or hereafter acquire under this Restated Certificate of Incorporation, the Bylaws, any statute, agreement, insurance policy, vote of stockholders or disinterested directors, or otherwise.

- (B) Limitation on Liability. No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit.
- (C) Repeal or Modification of Rights. Any repeal or modification of Section (A) shall not shall adversely affect any rights to indemnification and advancement of expenses of a director or officer the Corporation existing pursuant to Section (A) with respect to any acts or omissions of such director occurring prior to such repeal or modification. Any repeal or modification of Sections (A) or (B) shall not have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or modification.

IN WITNESS WHEREOF, SCIENCE APPLICATIONS INTERNATIONAL CORPORATION
has caused this Amended and Restated Certificate of Incorporation to be executed by a duly
authorized officer on this 27th day of September, 2013.

SCIENCE APPLICATIONS INTERNATIONAL
CORPORATION

By: 
Name: Raymond L. Veldman
Title: Secretary