

EXHIBIT 2

ANSWER TO QUESTION 14

MANAGERIAL AND TECHNICAL QUALIFICATIONS

I. NARRATIVE

TeleCommunication Systems, Inc. ("TCS") has been providing telecommunication services to customers across the globe since 1987. We are founding members of the Short Message Service Forum, the Presence and Availability Management Forum, and the Intelligent Network Forum. We are active members of a number of other professional committees and standards-making organizations, including: the National Emergency Number Association, the Network Reliability and Interoperability Council VII, the Association of Public-Safety Communications Officials, the Alliance for Telecommunications Industry Solutions, the Cellular Telecommunications Industry Association, the European Telecommunications Standards Institute, the 3rd Generation Partnership Project, and the Wireless Application Protocol Forum.

TCS provides a variety of telecommunications products and services internationally to approximately 42 wireless carriers including SMS messaging, Wireless Internet Gateway, satellite communications, information technologies management services, and Mobile Positioning Services ("MPC"). Our expertise in E9-1-1 has been developed over the last 11 years in the wireless industry, providing E9-1-1 service to wireless carriers. In that capacity, we have developed a knowledge base and hands-on experience in managing wireless ALI databases, establishing ALI circuits, provisioning ALI databases and selective routers, and provisioning voice and data circuits to a wide variety of selective routers. As an MPC vendor, we are familiar with PSAP messaging, ALI screen formatting, and all messaging related to Phase 1 and Phase 2 wireless E9-1-1 deployments. In addition, TCS provides Assisted Global Positioning System ("AGPS") Positioning Determining Entity service for E9-1-1 Phase 2 and hosts the Wide Area Reference Network used by virtually all AGPS users in the United States.

TCS monitors its hardware 24x7 in the state-of-the-art TCS Network Operations Center ("NOC") located in Seattle, WA with a duplicate active redundant backup NOC in Phoenix, AZ, and a standby NOC in Annapolis, MD. The NOC monitors an average of approximately 140,000 E9-1-1 calls per day with an extremely high network availability rate since 1998. The NOC maintains direct communications with PSAPs, LEC NOCs and the NOCs of our wireless customers. TCS manages trouble tickets according to strict Service Impairment Levels that mandate escalation according to the nature and extent of the problems.

TCS has years of experience supporting the 9-1-1 call routing process and the selective routing switches of any 9-1-1 provider in the country. TCS currently supports switch updates and/or external selective routing database functionality to the following equipment:

- Lucent 5ESS
- Lucent ECP
- Nortel DMX
- Ericsson
- ALI Delivery

II. BRIEF BIOGRAPHIES OF MANAGEMENT PERSONNEL

Maurice B. Tosé

Chairman of the Board, Chief Executive Officer, and President of TeleCommunication Systems, Inc.

Maurice B. Tosé founded TeleCommunication Systems (TCS) in 1987, initially as a military contractor for software development and network projects. Since then, TCS has evolved into a leader in wireless messaging and location technology. Today, TCS is delivering the essential software, services, and solutions to wireless telecommunication carriers that enable people to better manage their mobile lifestyle.

Since its inception, the company has experienced significant growth, from generating \$28 million in revenues during its first 10 years to \$58.1 million in revenues in 2000. The company has grown to more than 500 employees based principally in Annapolis, Seattle and Tampa. In August of 2000, TCS launched itself as a public company with a highly successful Initial Public Offering (IPO) raising \$92 million.

Born in 1957 in Fort Bragg, N.C., Mr. Tosé grew up in Williamsburg, VA., and attended public schools. He graduated from the United States Naval Academy in 1978 with a Bachelor of Science degree in Operations Analysis. Following his graduation, he served on active duty in the United States Navy for eight years in posts throughout the United States, rising to the rank of Lieutenant. Tours of duty at sea included USS Bagley as Damage Control Assistant and as the Operations Officer on USS Mauna Kea, where he was responsible for the operations and maintenance of all voice and data communications. After his service at sea, Mr. Tosé returned immediately to the Naval Academy as an instructor. For more than 10 years, Mr. Tosé has been an active member of the Naval Reserves, attaining the rank of Commander, including an extensive assignment to the staff of the United States Secretary of Defense.

Prior to founding TCS, Mr. Tosé was the Director of Department of Defense Programs for Techmatics, Inc., headquartered in Silver Spring, Maryland. At Techmatics, Mr. Tosé was responsible for the marketing and management of systems integration contracts for the DoD. These contracts involved the installation, maintenance, personnel training and integrated logistics support for turnkey communications systems.

With over 21 years of experience providing technical solutions through operations research techniques in engineering, telecommunications, complex automated data processing and wireless systems, Mr. Tosé and his company have been recognized through the receipt of numerous awards including 2000 and 1997 Ernst & Young Entrepreneur of the Year finalist, The Lamond Godwin Bridge Builders Award for Excellence in Minority Business Relations, The national Association of Black Telecommunication Professional's Granville T. Woods Award for Outstanding Achievement, The AT&T Spectrum Award for Innovators, three-time winner of the Greater Washington Technology Fast 50 Award, two-time winner of the Maryland Fast 50 Award, the national Technology Fast 500 Award, five times included in the Black Enterprise Top 100, and the Government Computer News Industry Information Technology Award.

Additionally, Mr. Tosé is a member of numerous professional organizations including the Wireless Data Forum, AT&T's Diversity Roundtable, the International Engineering Consortium and the Intelligent Network Forum.

Despite the hectic schedule of a CEO, Mr. Tosé has made community service a priority. Current and past affiliations include: treasurer and vice president, U.S. Naval Academy Class of 1978; member, Annapolis Jaycees and Annapolis Kiwanis; treasurer, vice president, director Arundel on the Bay Homeowners Association; member, Budget & Finance Council, Antioch Apostolic Church; co-founder, chairman of the board, United States Naval Academy Samuel P. Massie Education Endowment (through which TCS has provided over \$75,000 in scholarships to at-risk youth in Anne Arundel County, MD); member, Annapolis neck Small Area Planning Commission; member, board of directors, First Night Annapolis; member, board of directors, Ginger Cover Retirement Community.

Richard A. Young

Executive Vice President and Chief Operating Officer

Mr. Young directs all day-to-day activities in the company including goal setting, performance monitoring, and deployment of key personnel. Mr. Young joined TCS in 1992. He has over twenty-seven years of experience in technology management, with in-depth technical experience in hardware and software life cycle program management. Prior to TCS, Mr. Young worked as Senior Manager for ICF Information Technology, Inc. where he was responsible for managing over thirty technical staff in designing and developing applications to customer specifications. From 1986 to 1989, Mr. Young was the Director of the Information Systems Department of the Navy Recruiting Command where he managed over seventy technical employees and was responsible for the information management requirements of the nationwide recruiting force. Mr. Young holds a B.S. degree in Engineering from the U.S. Naval Academy and holds a Master of Science degree in Information Technology from the Naval Postgraduate School.

Tom Brandt

Senior Vice President and Chief Financial Officer

As Chief Financial Officer, Mr. Brandt is responsible for the Company's financial management, reporting, controls, accounting, and administration. Mr. Brandt joined TCS in early 1997. He has twenty-seven years experience in finance and accounting. Mr. Brandt was previously Senior Vice President and CFO of DIGEX, Inc., an Internet service provider, where he helped lead its 1996 IPO. His experience includes twelve years with Price Waterhouse, and services as CFO or controller of other corporations including Easco Corporation, a Fortune 500 company listed on the New York Stock Exchange. He serves on the Boards of Antenna Research Associates, Inc., a private technology company. He is a CPA with an AB from Duke University and an MBA from the Wharton School of the University of Pennsylvania.

Dan Allen

Senior Vice President, Service Bureau Operations

As Senior Vice President of Service Bureau Operations for TeleCommunication Systems, Dan has responsibility for Wireless E9-1-1 operations, Voice-over-Internet Protocol (VoIP) E9-1-1 operations, hosted location services, data center operations and for ensuring that the Company maintains its enviable record of reliability through ISO 9001 and TL 9000.

Dan has over 30 years experience in telecommunications in senior management positions, with the most recent 20 years in the cellular industry. He has been responsible for ten wireless company start-ups in the U.S. and internationally. Most recently Dan was President and CEO of Airbiquity, a wireless software company providing the automotive industry with major telematics applications. Dan was previously President of Nextel for the Mid-Atlantic Area where he had complete responsibility for all aspects of the implementation and operation of the iDEN® digital wireless communication company including Washington, D.C., Northern Virginia, Maryland, Pennsylvania, Delaware, and New Jersey, covering 15 million subscribers. Prior to that he held positions as Vice President of Operations for both Time Warner Telecommunications and Bell South International where he started cellular companies both domestically and abroad.

Drew Morin
Sr. VP and Chief Technology Officer

As Senior Vice President and Chief Technology Officer, Mr. Morin is responsible for the technical direction and coordination of TCS' development activities across business units. Mr. Morin has over 20 years of experience in analysis, design, development and implementation of integrated voice/data/video communication systems for a wide variety of applications in both the government and commercial sectors. Prior to joining TCS in 1988, Mr. Morin worked for BDM Corporation as a Communications Systems Engineer where he designed, developed and implemented next generation systems including a tactical wireless data communications network and one of the first secure local area networks. Mr. Morin holds a B.S. degree in Systems Engineering from the University of Virginia in Charlottesville, Virginia and a Master of Science degree in Systems Engineering from George Mason University in Fairfax, Virginia.

Tim Lorello
Global Commercial Sales Senior Vice President
and Chief Marketing Officer

As Global Commercial Sales Senior Vice President and Chief Marketing Officer, Mr. Lorello has responsibility for the sale, strategic partnerships and distribution channels of the company's messaging, location, applications and emergency 9-1-1 portfolio of products and services to operators around the world. He is also responsible for corporate and marketing communications, branding activities, and product strategy for all TCS products and services.

When Mr. Lorello joined the company more than 12 years ago, he was tasked with the creation of TCS' commercial division. Responsible for the development, marketing and sales of TCS' messaging product and services portfolio, he led the newly established Network Intelligence Division and built the current base of commercial customers. He has over twenty-eight years experience in the computer industry, with twenty-three of those years in the telecommunication industry. Prior to joining TCS in 1995, Mr. Lorello was employed by AT&T/Bell Laboratories (now Alcatel-Lucent) specializing in intelligent networks, and providing market support for the cellular, PCS, independent and broadband intelligent network industry segments. Mr. Lorello has a B.S. degree in Physics from the University of Chicago, a Master of Science in Electrical Engineering from Northwestern University, and holds five patents.

Richard H. Dickinson
Senior Director, Public Safety

Richard (Dick) Dickinson has over eighteen years experience in wireless telecommunications, project management, and communications center management. He has built wireless networks nationally and internationally, managing site acquisition and zoning, construction, and warehouse logistics. Dick has managed the communications center for the University of Washington, a 24X7 emergency response center. He has participated in all aspects of wireless Phase I and Phase II E9-1-1 deployments, usually in a lead role for most FOAs and trail blazing deployments for various technologies. With the emergence of VoIP, Dick applied his knowledge of E9-1-1 to develop and patent the E9-1-1 solution for nomadic VoIP which has become the basis for the NENA i2 standard. He is active in various industry forums and standards bodies, including NENA, APCO, NRIC7, ESIF, and is Chair of the E9-1-1 Institute VoIP Subcommittee for Policy.

Dick received his Masters Degree in International Studies from Pacific Lutheran University and his Bachelors Degree from the United States Military Academy.

**STATE OF ILLINOIS
BEFORE THE ILLINOIS COMMERCE COMMISSION**

In the Matter of the Application of)	
TeleCommunication Systems, Inc.)	
for a License to Provide)	Case No. 09-0242
Telecommunications Services Throughout)	
the State of Illinois)	
_____)	

DIRECT TESTIMONY OF RICHARD (DICK) DICKINSON

Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.

A. My name is Richard H. Dickinson. I can be reached at TeleCommunication Systems, Inc., 2401 Elliott Avenue, 2nd Floor, Seattle, Washington 98121.

Q. WHAT IS YOUR POSITION WITH THE APPLICANT?

A. I am Senior Director, Public Safety of TeleCommunication Systems, Inc. (hereinafter "TCS" or "Applicant").

Q. WHAT ARE YOUR PRINCIPAL RESPONSIBILITIES WITH TCS?

A. I am responsible for maintaining regulatory compliance with all laws and regulations related to E9-1-1, plus representing TCS at industry forums and related standards bodies.

Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS PROCEEDING?

A. I am offering testimony in support of TCS's Application for a license to provide telecommunications services throughout the State of Illinois. TCS seeks CLEC certification for our business of providing VPC services to VoIP Service Providers.

Q. ARE YOU SPONSORING ANY EXHIBITS IN THIS PROCEEDING?

A. Yes. I am sponsoring exhibits A-1 through A-2.

Q. WERE THESE EXHIBITS PREPARED BY YOU OR UNDER YOUR DIRECTION AND SUPERVISION?

A. Yes, they were. Our publically available financial documents are attested to by Officers of TCS, as required by the Securities and Exchange Commission.

Q. PLEASE SUMMARIZE THE MAIN SUBJECT AREAS ADDRESSED IN YOUR TESTIMONY.

A. My testimony focuses on the following areas of concern to the Illinois Commerce Commission ("ICC" or "Commission"):

1. a description of TCS's technical, managerial, and financial qualifications to provide telecommunications services in Illinois;
2. a description of the general types of services that TCS proposes to offer in the State of Illinois; and

3. the benefits to the public and the industry of the general types of services TCS proposes to offer in Illinois.

Q. CAN YOU PLEASE DESCRIBE THE APPLICANT'S GENERAL QUALIFICATIONS?

- A. TCS was incorporated in Maryland in 1987. A copy of TCS's Articles of Incorporation and a Certificate of Authority to Transact Business or Conduct Affairs in Illinois are attached hereto as my Exhibit A-1.

TCS's has been providing telecommunication services to customers across the globe since 1987. We are founding members of the Short Message Service Forum, the Presence and Availability Management Forum, and the Intelligent Network Forum. We are active members of a number of other professional committees and standards-making organizations, including: the National Emergency Number Association, the Network Reliability and Interoperability Council, the Association of Public-Safety Communications Officials, the Alliance for Telecommunications Industry Solutions, the Cellular Telecommunications Industry Association, the European Telecommunications Standards Institute, the 3rd Generation Partnership Project, and the Wireless Application Protocol Forum.

TCS provides a variety of telecommunications products and services internationally to approximately 42 wireless carriers including SMS messaging, Wireless Internet Gateway, satellite communications, information technologies management services, and location based services. Our expertise in E9-1-1 has been developed over the last 11 years in the wireless and VoIP industries,

providing E9-1-1 service to these carriers. In that capacity, we have developed a knowledge base and hands-on experience in managing ALI databases, establishing ALI circuits, provisioning ALI databases and selective routers, and provisioning voice and data circuits to a wide variety of selective routers. As an MPC vendor, we are familiar with PSAP messaging, ALI screen formatting, and all messaging related to Phase 1 and Phase 2 E9-1-1 deployments. In addition, TCS provides Assisted Global Positioning System (“AGPS”) and Positioning Determining Entity service for E9-1-1 Phase 2 and hosts the Wide Area Reference Network used by virtually all AGPS users in the United States.

TCS monitors its hardware and software 24x7 in the state-of-the-art Network Operations Center (“NOC”) located in Seattle, WA with a duplicate active redundant backup NOC in Phoenix, AZ, and a standby NOC in Annapolis, MD. The NOC monitors an average of approximately 140,000 E9-1-1 calls per day with a network availability rate in excess of 99.999%. The NOC maintains direct communications with PSAPs, local exchange carrier NOCs, and the NOCs of our customers that have one. We manage trouble tickets according to strict Service Impairment Levels that mandate escalation according to the nature and extent of the problems.

Q. IS TCS AUTHORIZED TO PROVIDE SERVICES IN ANY OTHER JURISDICTIONS?

A. TCS is currently CLEC certificated in California, Florida, Minnesota, Tennessee, Texas, Iowa, and Washington. TCS has applications pending in several other

states. TCS has not had had any CLEC authorization denied, terminated, or revoked in any state. Eventually, TCS intends to become certificated throughout the United States. We propose to provide our services throughout Illinois, as authorized by the Commission.

Q. PLEASE DESCRIBE TCS'S MANAGERIAL AND TECHNICAL QUALIFICATIONS.

A. TCS possesses the requisite managerial qualifications to provide its proposed telecommunications services. TCS employs approximately 600 highly-qualified individuals that represent some of the best and most proactive talent in the telecommunications industry. Gathered from the public safety, software development, and telecommunications industries, TCS's team of professionals is at the forefront of industry debate and is uniquely qualified to formulate creative, reliable public safety communications solutions. Descriptions of the telecommunications and managerial experience of TCS's key personnel were previously provided with our Application. As this exhibit illustrates, TCS's management personnel are well-qualified to execute its business plan, and have the extensive managerial, financial, and technical telecommunications experience in both mobile and VoIP services required to successfully enter the telecommunications services market in Illinois.

Q. IN YOUR OPINION, DOES TCS POSSESS SUFFICIENT MANAGERIAL AND TECHNICAL RESOURCES AND QUALIFICATIONS TO PROVIDE

**ALL OF THE SERVICES REQUESTED IN ITS APPLICATION TO
PROVIDE LOCAL EXCHANGE SERVICES IN ILLINOIS?**

- A. Yes. The senior management of TCS has great depth in the telecommunications industry and offers extensive technical and managerial expertise pertaining to the telecommunications business.

Q. PLEASE OUTLINE APPLICANT'S FINANCIAL QUALIFICATIONS.

- A. TCS is financially qualified to possess a license to provide basic local exchange service as specified in this Application. TeleCommunication Systems, Inc. is a publicly traded company. Since its inception, the company has experienced significant growth, from generating \$28 million in annual revenue just 10 years ago to \$220 million in revenue in 2008. TeleCommunication Systems, Inc. has grown to approximately 600 employees based principally in Annapolis, Seattle, and Tampa. In August of 2000, TCS launched itself as a public company with a highly successful Initial Public Offering raising \$92 million. TCS submits as summary evidence of its financial condition its most recent SEC 10K filing, which demonstrates that the company is well capitalized and TCS will share in this financial strength. TCS's Form 10-K, as of December 31, 2008, is attached hereto as **Exhibit A-2**.

Q. IN YOUR OPINION, DOES TCS HAVE ADEQUATE ACCESS TO THE CAPITAL NECESSARY TO PROVIDE THE PROPOSED LOCAL EXCHANGE SERVICES IN ILLINOIS?

A. Yes, it does.

Q. DOES TCS'S APPLICATION AND WILL ITS PROPOSED TARIFF CONTAIN AN ACCURATE DESCRIPTION OF THE TYPES OF SERVICES THAT IT WILL OFFER IN ILLINOIS?

A. Yes. The Application does and TCS's tariff will accurately describe the types of services that TCS plans offer in Illinois. TCS intends to offer VoIP Positioning Center ("VPC") services to VoIP Service Providers. TCS seeks certification to satisfy the requirements of the FCC so that we may continue to acquire ESQs, which are essential to the operation of any VPC.

TCS does not provide voice long distance toll services or voice local exchange dial tone services in any of its certificated jurisdictions and TCS does not intend to provide such services.

With the evolution of Internet protocol-based E9-1-1 technology, TCS may propose to expand our service offerings to include full E9-1-1 aggregation and selective routing, ALI database, ESGW services, and database management system functionality. However, TCS does not seek certification for these services at this time.

Q. WHAT FACILITIES WILL TCS USE TO PROVIDE THE PROPOSED TELECOMMUNICATIONS SERVICES IN ILLINOIS?

.A. TCS will utilize its existing network of redundant fault tolerant Data Centers in Seattle, WA and Phoenix, AZ to provide E911 call routing services throughout the country. Links to any ALI nodes or SRTGs in Illinois will be deployed in a diverse fault-tolerant fashion to ensure high availability for emergency calling. These links are used to monitor, manage and relay data between systems in Seattle or Phoenix and Illinois based systems. TCS currently employs high availability SUN based computing platforms in the Seattle and Phoenix facilities.

TCS utilizes HP OpenView as its standard network-monitoring tool. All data communications hardware (so equipped) and remote facility environments are capable of being monitored at TCS's Network Operations Center.

TCS facilities in Seattle and Phoenix are powered by Public Service utilities and are backed-up by generators and UPS systems. Telecommunications interconnectivity is provided by traditional local Telco copper facilities and two separate vendors' SONET fiber rings incorporating diverse building entrances. Although this is dictated by the specific needs of our customers and changes with advances in technology, TCS does not currently intend to install or construct dedicated new circuit facilities within the state of Illinois to deliver TCS's proposed services.

Q. IS TCS'S APPLICATION CONSISTENT WITH SERVING THE PUBLIC INTEREST IN THE PROVISION OF TELECOMMUNICATIONS CUSTOMERS?

A. Absolutely. Certification, among other benefits, will enable TCS to acquire and manage pANI pursuant with the Federal Communications Commission's ("FCC's") directive of September 8, 2006 which states that CLEC certification is now required for pANI management. Furtherance of this FCC objective is in the public interest. Rejection of this application will render TCS and all other VPCs ineligible to acquire ESQKs and will put us out of business in Illinois when the FCC implements the Permanent Routing Number Authority. This will destroy the nomadic VoIP industry in Illinois unless existing regulated CLECs or LECs enter the VPC business to replace the current VPCs that have pioneered the business. The destruction of an entire industry would not be in the interest of consumers. Nor would it be in the interest of consumers to limit the competition in the VPC business to only a few legacy CLECs and ILECs who may or may not elect to participate.

STATE OF ILLINOIS

BEFORE THE ILLINOIS COMMERCE COMMISSION

In the Matter of the Application of)
TeleCommunication Systems of Illinois,)
Inc., for a License to Provide)
Telecommunications Services Throughout)
the State of Illinois)
_____)

Case No. U-15942

DIRECT TESTIMONY OF RICHARD (DICK) DICKINSON

EXHIBITS

- Exhibit A-1 Articles of Incorporation and Certificate to Transact Business in Illinois
- Exhibit A-2 Financial Qualifications

EXHIBIT A-1

**ARTICLES OF INCORPORATION AND CERTIFICATE TO
TRANSACT BUSINESS IN ILLINOIS**

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: N
EFFECTIVE DATE: 07-15-2004
PRINCIPAL OFFICE: SUITE 400
275 WEST STREET
ANNAPOLIS MD 21401
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED
300 EAST LOMBARD STREET
BALTIMORE MD 21401

NOTICE: Effective January 1, 2004

As a result of a change in State law, the annual report fee for most legal entities (including LLCs and LLPs) has increased to \$300. This fee is for the privilege of maintaining a legal entity's existence in Maryland, and is due and payable with the filing of the personal property return. The increase is effective for any return, regardless of year, filed after 12/31/2003.

There continues to be no annual report fee for non-stock corporations, business trusts, churches, foreign interstate companies, foreign insurance companies, sole proprietorships and general partnerships, but these entities must still file a personal property return annually.

COPY

TELECOMMUNICATION SYSTEMS, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

TeleCommunication Systems, Inc., a Maryland corporation, having its principal office in Anne Arundel County, Maryland (which is hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "SDAT") that:

FIRST: The name of the Corporation is "TeleCommunication Systems, Inc." The Corporation desires to amend and restate its Charter as currently in effect and as hereinafter amended. The Articles of Incorporation of the Corporation were originally filed with the SDAT on July 30, 1987 and were last amended by Articles of Amendment and Restatement filed with the SDAT on August 7, 2000.

SECOND: Pursuant to Section 2-609 of the Maryland General Corporation Law (the "MGCL"), these Articles of Amendment and Restatement (these "Articles") restate and further amend the provisions of the Articles of Incorporation of the Corporation.

THIRD: The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

"FIRST: The name of the corporation (which is hereinafter called the "Corporation") is:

TeleCommunication Systems, Inc.

SECOND: (a) The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are to engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the Charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

THIRD: The present address of the principal office of the Corporation in this State is 275 West Street, Annapolis, MD 21401-1740.

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FOURTH: The name and address of the resident agent of the Corporation in this State is The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202. Said resident agent is a Maryland corporation.

FIFTH: (a) The total number of shares of stock which the Corporation has authority to issue is Three Hundred Million (300,000,000) shares, consisting of Two Hundred Twenty-Five Million (225,000,000) shares of Class A common stock, \$0.01 par value per share ("Class A Common Stock"), and Seventy-Five Million (75,000,000) shares of Class B common stock, \$0.01 par value per share ("Class B Common Stock" and, together with the Class A Common Stock, "Common Stock"). The aggregate par value of all shares of all classes of stock having a par value is \$3,000,000.

(b) General. The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation:

(1) The exclusive voting power for all purposes shall be vested in the holders of the Common Stock. The holders of all classes of Common Stock shall vote as a single class on all matters submitted to a vote of the stockholders to which the holders of Common Stock are entitled to vote except as otherwise required by law. Shares of Common Stock of any class shall not have cumulative voting rights. All shares of Class A Common Stock and Class B Common Stock will entitle the holders thereof to the same rights and privileges and shall rank equally, share ratably, and be identical in all respects, as to all matters, except as (i) otherwise set forth in Article FIFTH, subsection (c), and (ii) the holders of Class B Common Stock shall be entitled to three (3) votes per share and the holders of Class A Common Stock shall be entitled to one (1) vote per share.

(2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends, including dividends payable in shares of another class of the Corporation's stock, may be paid ratably on the Common Stock at such time and in such amounts as the Board of Directors may deem advisable.

(3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the net assets of the Corporation remaining, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter

classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled.

(c) Conversion.

(1) Optional Conversion. Each share of Class B Common Stock shall be convertible at any time, at the option of the holder, into one share of Class A Common Stock. Such right shall be exercised by the surrender of the certificate or certificates, representing the share or shares of Class B Common Stock to be converted, at the offices of the Corporation's transfer agent (the "Transfer Agent"), accompanied by a written notice from the holder of such shares stating that such holder desires to convert such shares, or a stated number of shares, represented by such certificate or certificates, into an equal number of shares of Class A Common Stock, and, if so required by the Transfer Agent, by instruments of transfer in form satisfactory to the Transfer Agent, duly executed by such holder or such holder's duly authorized attorney. Shares of Class A Common Stock shall not, in any case, be convertible into shares of Class B Common Stock.

(2) Mandatory Conversion. In addition to and notwithstanding subsection (c)(1) above, immediately preceding any Transfer (as such term is defined herein below) of shares of Class B Common Stock, and without any action on the part of any stockholder, such shares of Class B Common Stock shall be deemed automatically converted into an equal number of shares of Class A Common Stock. From and after the time of such Transfer, the relevant Transferred shares of Class B Common Stock will be canceled, not reissued and any certificates representing such shares of Class B Common Stock shall no longer represent shares of Class B Common Stock but instead shall represent the same number of shares of Class A Common Stock. The transferee shall have the right to have registered in the name of such transferee the shares of Class A Common Stock issuable to such transferee as a result of such conversion and Transfer. The shares of Class A Common Stock issuable upon any such conversion shall be so registered in the records of the Corporation and the certificates with respect to such stock shall be issued by the Corporation upon the surrender of the certificates that represent the shares of Class B Common Stock immediately prior to the Transfer, duly endorsed to the Corporation or in blank or accompanied by proper instruments of transfer to the Corporation or in blank (such endorsements or instruments of transfer to be in form satisfactory to the Corporation). "Transfer" shall mean the sale, assignment, transfer, gift, pledge or hypothecation or other disposition, whether voluntary or involuntary, of Class B Common Stock to any person. Notwithstanding the foregoing, the following shall not constitute a "Transfer": (i) the sale, transfer, pledge or hypothecation or other disposition in a bona fide financing transaction of any derivative instrument that derives its value from underlying shares of Class B Common Stock; (ii) any transfer of shares of

Class B Common Stock to the transferring stockholder's spouse, children, stepchildren, father, mother, brother, sister, any lineal descendants of any one or more of the foregoing, any estates of any one or more of the foregoing, any trusts now or hereafter established for the benefit of any one or more of the foregoing, any other entity now or hereafter controlled by any of the foregoing; and (iii) any pledge of shares of Class B Common Stock pursuant to the grant of a bona fide pledge of or security interest in such shares as collateral security for indebtedness due to the pledgee, provided that such pledge expressly provides that the pledged shares remain subject to the provisions of this subsection (c)(2) and further provided that the subsequent foreclosure by the pledgee on such shares or similar action taken by the pledgee with respect to the pledged shares shall be a "Transfer" and such pledged shares of Class B Common Stock shall thereupon be converted automatically into shares of Class A Common Stock as provided in this subsection (c)(2), except that, if within five business days after such foreclosure or similar event such converted shares are returned to the pledgor, such shares shall be converted automatically back into shares of Class B Common Stock.

(d) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the Charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:

(1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this sub-paragraph.

(2) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends payable on any other class or series of stock, and the status of any such dividends as cumulative,

cumulative to a limited extent or non-cumulative and as participating or non-participating.

(3) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.

(4) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.

(5) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so, the terms thereof.

(6) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock.

(7) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this subparagraph, and, if so, the terms and conditions thereof.

(8) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the Charter of the Corporation.

(e) For the purposes hereof and of any articles supplementary to the Charter providing for the classification or reclassification of any shares of capital stock or of any other Charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:

(1) prior to another class or series either as to dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case may be, in preference or priority to holders of such other class or series;

(2) on a parity with another class or series either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation price per share thereof be different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and

(3) junior to another class or series either as to dividends or upon liquidation, if the rights of the holders of such class or series shall be subject or subordinate to the rights of the holders of such other class or series in respect of the receipt of dividends or the amounts distributable upon liquidation, dissolution or winding up, as the case may be.

SIXTH: The number of directors of the Corporation shall be eight (8), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The directors shall be divided into three classes: Class I, Class II and Class III. Such classes shall be as nearly equal in number of directors as possible. Each director shall serve for a term ending on the third annual meeting of stockholders following the annual meeting of stockholders at which that director was elected; provided, however, that the directors first designated as Class I directors shall serve for a term expiring at the annual meeting of stockholders next following the date of their designation as Class I directors, the directors first designated as Class II directors shall serve for a term expiring at the second annual meeting of stockholders next following the date of their designation as Class II directors, and the directors first designated as Class III directors shall serve for a term expiring at the third annual meeting of stockholders next following the date of their designation as Class III directors. For purposes hereof, the initial Class I, Class II and Class III directors shall be those directors elected at the 2004 Annual Meeting of Stockholders of the Corporation and designated as members of such class. Each director shall hold office until the annual meeting of stockholders at which his term expires and, the foregoing notwithstanding, shall serve until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal.

At each annual election after the 2004 Annual Meeting of Stockholders, the directors chosen to succeed those whose terms then expire shall be of the same class as the directors they succeed, unless, by reason of any intervening changes in the authorized number of directors, the Board of Directors shall have designated one or more directorships whose term then expires as directorships of another class in order to more nearly achieve equality of number of directors among the classes.

In the event of any change in the authorized number of directors, each director then continuing to serve as such shall nevertheless continue as a director of the class of which he is a member until the expiration of his current term, or his prior death, resignation or removal. The Board of Directors shall specify the class to which a newly created directorship shall be allocated.

Election of directors need not be by written ballot. Any director may be removed at any time with cause, and the vacancy resulting from such removal shall be filled, by vote of a majority of the stockholders of the Company at a meeting called for that purpose or, if not filled by the stockholders, by a vote of a majority of the remaining Board of Directors (or the sole remaining director) then in office.

SEVENTH: (a) The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and the stockholders:

(1) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(3) The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice or other reasonable valuation methods what constitutes annual or other net profits, earnings, surplus or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to redeem or purchase its stock or to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; to determine the amount, purpose, time of creation, increase or decrease, alteration or cancellation of any reserves or charges and the propriety thereof (whether or not any obligation or liability for which such reserves or charges shall have been created shall have been paid or discharged); to determine the fair value and any matters relating to the acquisition, holding and disposition of any assets by the Corporation; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute, the rules of any stock exchange or market system on which securities of the Corporation are listed or by the By-Laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(4) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the Charter.

(5) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the fullest extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other

employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(6) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.

(7) The Corporation reserves the right from time to time to make any amendments of the Charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in the Charter, of any of its outstanding stock by classification, reclassification or otherwise. The Charter may be amended by the stockholders of the Corporation by the affirmative vote of a majority of the total number of votes entitled to vote generally in the election of directors; provided, however, the affirmative vote of holders of at least 80% of the total number of votes entitled to vote generally in the election of directors is required to amend, modify or repeal the provisions of the Charter relating to (1) the limitation of liability of officers and directors; (2) the indemnification of officers and directors; (3) Article EIGHTH; and (4) this subsection (a)(7) of Article SEVENTH.

(b) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: (a) The provisions of Sections 3-601 to 3-604 of the MGCL shall not apply to any “business combination” with the Corporation and Maurice B. Tosé, or any entity controlling, controlled by or under common control with Maurice B. Tosé, his spouse, children, stepchildren, father, mother, brother, sister, any lineal descendants of any one or more of the foregoing, any estates of any one or more of the foregoing, any trusts now or hereafter established for the benefit of any one or more of the foregoing, or any other entity now or hereafter controlled by any of the foregoing. Such persons are exempted from such Sections of the MGCL to the fullest extent permitted by Maryland law.

(b) The provisions of Sections 3-701 to 3-709 of the MGCL shall not apply to any share of the capital stock of the Corporation now or hereafter beneficially held (during the period of such beneficial ownership) by Maurice B. Tosé, or any entity controlling, controlled by or under common control with Maurice B. Tosé, or by his spouse, children, stepchildren, father, mother, brother, sister, any lineal descendants of any of the foregoing, any estates of any of the foregoing, any trusts now or hereafter established for the benefit of any of the foregoing, any other entity now or hereafter controlled by any of the foregoing. Such shares of capital stock are exempted from such Sections of the MGCL to the fullest extent permitted by Maryland law.

NINTH: Any action required to be taken or which may be taken by the holders of the Common Stock may not be taken without a duly called annual or special meeting of such holders in the absence of unanimous written consent on lieu of a meeting.

TENTH: Notwithstanding anything else contained in this Amended and Restated Certificate of Incorporation or the Bylaws to the contrary, the affirmative vote of the holders of record of at least 66 2/3% of the combined voting power or all of the outstanding stock of the Corporation entitled to vote in respect thereof, voting together as a single class, shall be required to alter, amend, rescind or repeal Article Sixth, Article Ninth or this Article Tenth of this Amended and Restated Certificate of Incorporation or to adopt any provision inconsistent therewith.

ELEVENTH: The duration of the Corporation shall be perpetual.”

FOURTH: At a meeting of the Board, each member of the Board approved these Articles pursuant to Section 2-408 of the MGCL, by which these Articles were set forth, declared to be advisable and directed to be submitted to the stockholders of the Corporation for consideration and approval.

FIFTH: The holders of the Class A Common Stock and Series A Preferred Stock of the Corporation, the only classes of capital stock issued, outstanding and entitled to vote thereon,

adopted and approved these Articles at the annual meeting of the stockholders held on July 15, 2004.

SIXTH: Prior to the filing of these Articles, the total number of shares of stock of all classes which the Corporation has authority to issue is Three Hundred Million (300,000,000) shares of capital stock, of which Two Hundred Million (200,000,000) shares shall be designated Class A common stock, \$0.01 par value per share, and One Hundred Million (100,000,000) shares shall be designated Class B common stock, \$0.01 par value per share. In addition, upon the filing of these Articles, the aggregate par value of all shares of all classes of stock having a par value will be \$3,000,000.

SEVENTH: Upon the filing of these Articles, the total number of shares of stock of all classes which the Corporation has authority to issue is Three Hundred Million (300,000,000) shares of capital stock, of which Two Hundred Million (200,000,000) shares shall be designated Class A common stock, \$0.01 par value per share, and One Hundred Million (100,000,000) shares shall be designated Class B common stock, \$0.01 par value per share. In addition, upon the filing of these Articles, the aggregate par value of all shares of all classes of stock having a par value will be \$3,000,000.

EIGHTH: None of the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption of any class of the Corporation's capital stock was changed by these Articles.

NINTH: In addition to the above, these Articles include provisions that exempt Maurice B. Tosé from the Business Combinations Statute (MCGL §§ 3-601 et seq.), and the Control Share Statute (MCGL §§3-701 to 3-709).

TENTH: The number of directors of the Corporation is five (5) and the names of those currently in office are:

Maurice B. Tosé
Clyde A. Heintzelman
Richard A. Kozak
Weldon H. Latham, and
Byron F. Marchant

ELEVENTH: The provisions set forth in the foregoing amendment and restatement of the Charter are all of the provisions of the Charter currently in effect.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf by its President and CEO and witnessed by its Secretary on July 15th, 2004.

WITNESS:

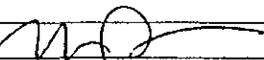
TELECOMMUNICATION SYSTEMS, INC.,
A Maryland Corporation


Bruce A. White,
Secretary

By:  (SEAL)
Name: Maurice Jose
Title: President and CEO

CERTIFICATE

The undersigned, who executed on behalf of TELECOMMUNICATION SYSTEMS, INC., a Maryland corporation (the "Corporation"), the foregoing Articles of Amendment and Restatement of which this certificate is made a part, hereby acknowledges in the name and on behalf of the Corporation the foregoing Articles of Amendment and Restatement to be the corporate act of the Corporation and hereby certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects, under the penalties of perjury.

Name: 
Maurice Tose
President and CEO

CT CORPORATION SYSTEM

300 East Lombard Street
Baltimore, MD 21202
Tel. 410 539 2837
Fax 410 332 1178

**I hereby consent to act as resident agent in Maryland for
the entity named in the attached instrument.**

A handwritten signature in black ink, appearing to read "Billie J. Swoboda", written over a horizontal line.

**Billie J. Swoboda, V.P.
The Corporation Trust Incorporated**



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 14, 2004

6397-230-4

TELECOMMUNICATION SYSTEMS
275 WEST STREET
ANNAPOLIS, MD 21401

RE TELECOMMUNICATION SYSTEMS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD



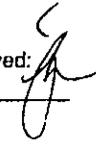
FORM **BCA 13.15** (rev. Dec. 2003)
**APPLICATION FOR AUTHORITY TO
 TRANACT BUSINESS IN ILLINOIS**
 Business Corporation Act

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62758
 Telephone (217) 782-1634
 www.cyberdriveillinois.com

FILED
DEC 14 2004
 JESSE WHITE
 SECRETARY OF STATE

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

60397-230-4
 File #

Filing Fee \$ 150.⁰⁰ Franchise Tax \$ 775.⁵¹ Penalty/Interest \$ 309.⁸⁴ Total \$ 1235.³⁵ Approved: 
 _____ Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

1. (a) CORPORATE NAME: TeleCommunication Systems, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
 (By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Maryland; Date of Incorporation July 30, 1987 Period of Duration perpetual

(a) Address of the principal office, wherever located: 275 West Street
Annapolis, Maryland 21401
 (b) Address of principal office in Illinois: (If none, so state) NONE

4. Name and address of the registered agent and registered office in Illinois.
 Registered Agent: Illinois Corporation Service Company
First Name Middle Initial Last name
 Registered Office: 801 Adlai Stevenson Drive
Number Street Suite # (A.P.O. Box alone is not acceptable.)
Springfield 62703 Sangamon
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
see attached

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President				
Secretary				
Director	<u>See attached</u>			
Director				
Director				

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Systems Design and Integration, Service Bureau Operations, and Professional Services.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
A	Common	\$0.01	225,000,000	24,000,000
B	Common	\$0.01	75,000,000	9,000,000

(If more, attach list)

9. Paid-in Capital: \$ 183,931,000
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 14,000,000
 (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ NA
 (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 152,000,000
 (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 300,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? *yes*
 (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois: *01/01/04*

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated 10/22, 2004 TeleCommunication Systems, Inc.
(Month & Day) (Year) (Exact Name of Corporation)
Bruce A. White
(Any Authorized Officer's Signature)
Bruce A. White, Vice President & General Counsel
(Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney PA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

Application for Authority to Transact Business in Illinois

Item 5. States and countries in which it is admitted or qualified to transact business:
(Include state of incorporation)

Arizona	Massachusetts
California	Missouri
Colorado	North Carolina
Connecticut	Ohio
Delaware	Pennsylvania
District of Columbia (Washington, D. C.)	South Carolina
Florida	Texas
Georgia	Virginia
Louisiana	Washington (State)
Maryland	West Virginia

Application for Authority to Transact Business in Illinois

Item 6. List of Directors

<p>Clyde A. Heintzelman 15105 Sunflower Court Rockville, MD 20853 301-929-1472</p>	<p>Richard A. Kozak Chairman of the Board R&D2 LLC 556 Moorings Circle Arnold, MD 21012 410-544-4202</p>
<p>Weldon H. Latham Partner Davis Wright Tremaine 1500 K. Street, NW Suite 450 Washington, DC 20005-1272 202-508-6600</p>	<p>Byron F. Marchant Executive Vice President & Chief Administrative Officer BET Holdings, Inc. One BET Plaza 1900 W Place NE Washington, DC 20018-1211 202-608-2196</p>
<p>Maurice B. Tosé Chairman, CEO & President TeleCommunication Systems, Inc. 275 West Street Annapolis, MD 21401 410-280-1278</p>	

Application for Authority to Transact Business in Illinois

Item 6. List of Officers

Maurice B. Tosé Chairman, CEO & President TeleCommunication Systems, Inc. 275 West Street Annapolis, MD 21401 410-280-1278	Richard A. Young Executive VP & Chief Operating Officer TeleCommunication Systems, Inc. 275 West Street Annapolis, MD 21401 410-280-1269
Thomas M. Brandt, Jr. Sr. Vice President & Chief Financial Officer TeleCommunication Systems, Inc. 275 West Street Annapolis, MD 21401 410-280-1001	Drew A. Morin Sr. Vice President & Chief Technology Officer TeleCommunication Systems, Inc. 275 West Street Annapolis, MD 21401 410-280-1203
Timothy J. Lorello Sr. Vice President & Chief Marketing Officer TeleCommunication Systems, Inc. 275 West Street Annapolis, MD 21401 410-280-1275	Kevin M. Webb Sr. Vice President, Global Sales & Alliances TeleCommunication Systems, Inc. 275 West Street Annapolis, MD 21401 410-280-4846
Bruce A. White Vice President & General Counsel, Secretary TeleCommunication Systems, Inc. 275 West Street Annapolis, MD 21401 410-280-1224	Nan A. Kreamer Vice President, Finance & Treasurer TeleCommunication Systems, Inc. 275 West Street Annapolis, MD 21401 410-295-1889