

149070



FILED
01 DEC 27 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 505774 4816118

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$70.00

ORDER DATE : December 21, 2001

ORDER TIME : 2:18 PM

EFFECTIVE DATE
11/10/02

ORDER NO. : 505774-010

CUSTOMER NO: 4816118

CUSTOMER: Robert A. Geckle, Esq
Hogan & Hartson L.l.p.
555 13th Street Nw
Columbia Square Building
Washington, DC 20004-1109

merger

RECEIVED
01 DEC 27 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

EADS SOGERMA AMERICA, INC.

INTO

300004741823--8

BARFIELD, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS:

ADR
12/28/01

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EADS SOGERMA AMERICA, INC., a Delaware corp not authorized to transact
business in Fla

,

INTO

BARFIELD INC., a Florida entity, 149070.

File date: December 27, 2001 , effective January 1, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

EFFECTIVE DATE
11/10/02

ARTICLES OF MERGER

MERGING
EADS SOGERMA AMERICA, INC.
Into
BARFIELD, INC.

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TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1104 and 607.1105 of the
Florida Business Corporation Act

The undersigned corporations, pursuant to Sections 607.1104 and
607.1105 of the Florida Business Corporation Act, hereby execute the following
Articles of Merger:

FIRST: The Plan of Merger is as follows:

A. The names of the corporations proposing to merge and the
names of the states or countries under the laws of which such corporations are
organized are as follows:

<u>Name</u>	<u>State of Incorporation</u>
BARFIELD, Inc.	Florida
EADS SOGERMA AMERICA, Inc.	Delaware

B. BARFIELD, Inc. ("**Barfield**") is the parent corporation
of EADS SOGERMA AMERICA, Inc. ("**America**") and owns 100% of the issued
and outstanding capital stock of America. Barfield will be the surviving
corporation following the merger.

C. Since America is a wholly owned subsidiary of Barfield and
will become part of Barfield as a result of the merger, it is unnecessary to
provide in the plan of merger for a manner of converting America shares into
shares of the surviving corporation.

D. Since America is a wholly owned subsidiary of Barfield, there
are no dissenting America shareholders that need to be addressed in the plan
of merger.

SECOND: The laws of the State of Delaware permit such merger and
Barfield is complying with those laws in effecting the merger.

THIRD: Pursuant to Section 607.1104 of the Florida Business
Corporation Act and Section 253 of the General Corporation Law of the State of

Delaware, it is unnecessary for the shareholders of Barfield or America to approve the merger.

FOURTH: The Merger shall become effective as of January 1, 2002.

FIFTH: The Plan of Merger was unanimously adopted by the Board of Directors of Barfield and the Board of Directors of America on the 6th day of December, 2001.

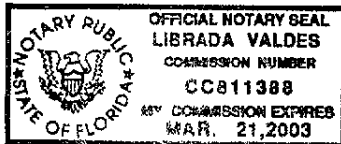
SIXTH: It is the intent of BARFIELD, Inc. to change the registered agent.

IN WITNESS WHEREOF, Barfield, Inc. and EADS SOGERMA America, Inc. have caused these Articles of Merger to be duly executed as of the 6th day of December 2001.

ATTEST

LIBRADA VALDES

By: Librada Valdes
Name:
Title:



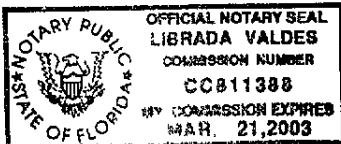
BARFIELD, Inc.

By: Xavier Philibert
Name: Xavier Philibert
Title: President and CEO

ATTEST

EADS SOGERMA AMERICA, Inc.

By: Librada Valdes
Name:
Title:



By: Laurent Ainaud
Name: Laurent Ainaud
Title: CFO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT FOR BARFIELD, INC.

The street address of the registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the registered agent of the corporation at that address is Corporation Service Company.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

jkg