

415192

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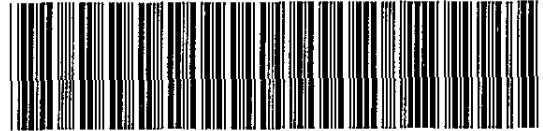
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02 DEC 26 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merge

[Signature]

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02 DEC 24 PM 3:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GENERAL DYNAMICS OTS (VERSATRON), INC., a nonqualified Delaware corp.

INTO

GENERAL DYNAMICS OTS (OTI), INC. which changed its name to
GENERAL DYNAMICS OTS (NICEVILLE), INC., a Florida entity, 415192.

File date: December 26, 2002 , effective December 31, 2002

Corporate Specialist: Susan Payne

CT CORPORATION SYSTEM

December 24, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5749292 SO
Customer Reference 1: 10001
Customer Reference 2: 20007

Dear Secretary of State, Florida:

Please file the attached:

General Dynamics OTS (Versatron), Inc. (DE)
Post-Merger Foreign Filing(s)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FILED

02 DEC 26 PM 3: 58

ARTICLES OF MERGER
OF
GENERAL DYNAMICS OTS (VERSATRON), INC. SECRETARY OF STATE
WITH TALLAHASSEE, FLORIDA
GENERAL DYNAMICS OTS (OTI), INC.

To the Department of State
State of Florida

EFFECTIVE DATE
12/31/02

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging General Dynamics OTS (Versatron), Inc., a Delaware corporation ("GD-Versatron"), with and into General Dynamics OTS (OTI), Inc., a Florida corporation ("GD-OTT").

2. The merger of GD-Versatron with and into GD-OTI is permitted by the Delaware General Corporation Law and has been authorized in compliance with said laws. The stockholders of GD-Versatron approved and adopted the Agreement and Plan of Merger as of December 18, 2002.

3. The shareholders of GD-OTI entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent given by them on December 18, 2002 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be as of 11:59 p.m. Eastern time on December 31, 2002.

Executed as of December 19, 2002.

GENERAL DYNAMICS OTS (VERSATRON), INC.

By: Margaret N. House
Margaret N. House
Assistant Secretary

GENERAL DYNAMICS OTS (OTI), INC.

By: Margaret N. House
Margaret N. House
Assistant Secretary

AGREEMENT AND PLAN OF MERGER
OF
GENERAL DYNAMICS OTS (VERSATRON), INC.
WITH AND INTO
GENERAL DYNAMICS OTS (OTI), INC.

AGREEMENT AND PLAN OF MERGER dated as of December 19, 2002
between General Dynamics OTS (Versatron), Inc., a Delaware corporation (“GD-Versatron”) and General Dynamics OTS (OTI), Inc., a Florida corporation (“GD-OTI”).

RECITALS

WHEREAS, the Boards of Directors of each of GD-Versatron and GD-OTI deem it advisable and desirable and in the best interests of GD-Versatron, GD-OTI and their respective shareholders that, upon the terms and subject to the conditions herein stated, GD-Versatron be merged with and into GD-OTI pursuant to the Florida Business Corporation Act (the “Florida Act”), the General Corporation Law of the State of Delaware (the “Delaware Act”) and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and that GD-OTI be the surviving corporation (the “Merger”).

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements hereinafter set forth, the parties hereto agree as follows:

ARTICLE I

The Merger

1.1 At the Effective Time (as hereinafter defined), GD-Versatron will be merged with and into GD-OTI in accordance with the provisions of the Florida Act and the Delaware

Act. Following the Merger, GD-OTI will continue as the sole surviving corporation (the "Surviving Corporation") and the separate existence of GD-Versatron will cease.

ARTICLE II

Effective Time

2.1 If this Agreement and Plan of Merger is duly adopted by General Dynamics Ordnance and Tactical Systems, Inc., a Virginia corporation which is the sole shareholder of GD-Versatron and GD-OTI, and is not terminated in accordance with Section 4 hereof, articles of merger will be filed with the Florida Department of State in accordance with Section 607.1105 of the Florida Act and a certificate of merger reflecting this Agreement and Plan of Merger will be filed with the Secretary of State of the State of Delaware in accordance with Section 251 of the Delaware Act.

2.2 The Merger will become effective as of 11:59 p.m. (E.S.T.) on December 31, 2002 (the "Effective Time") as set forth in the articles of merger to be filed with the Florida Department of State and the certificate of merger to be filed with the Secretary of State of the State of Delaware, or at such later time as may be agreed to by the parties hereto and as may be set forth therein.

ARTICLE III

Effects of the Merger

3.1 General Effects. The Merger will have the effects set forth in Sections 607.1106 and 607.1107 of the Florida Act and in Section 259 of the Delaware Act. Without limiting the generality of the foregoing, as of the Effective Time, all properties, rights, privileges and powers of GD-Versatron will vest in the Surviving Corporation and all debts,

liabilities and obligations of GD-Versatron will become debts, liabilities and obligations of the Surviving Corporation.

3.2 Conversion of Stock. At the Effective Time:

(a) Each then-outstanding share of capital stock of GD-Versatron will, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no consideration shall be issued in respect thereof.

(b) Each then-outstanding share of capital stock of GD-OTI will, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as one share of capital stock of the Surviving Corporation.

3.3 Articles of Incorporation and Bylaws. At the Effective Time, the Articles of Incorporation and Bylaws of GD-OTI, each as amended through the Effective Time, will be the Articles of Incorporation and Bylaws of the Surviving Corporation until further amended in accordance with the provisions thereof and of applicable law.

3.4 Name. The name of the Surviving Corporation will be General Dynamics OTS (Niceville), Inc.

3.5 Directors and Officers. The directors and officers of GD-OTI immediately prior to the Effective Time of the Merger will be the directors and officers, respectively, of the Surviving Corporation.

ARTICLE IV

Amendment and Termination

4.1 At any time prior to the Effective Time, this Agreement and Plan of Merger may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly approved by the Board of Directors of each of GD-Versatron and GD-OTI.

4.2 At any time prior to the Effective Time, notwithstanding adoption of this Agreement and Plan of Merger by the shareholders of GD-Versatron and GD-OTI, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of GD-Versatron and/or the Board of Directors of GD-OTI.

ARTICLE V

Governing Law

5.1 This Agreement and Plan of Merger will be governed by and construed in accordance with the laws of the State of Florida without giving effect to any law or rule that would cause the laws of any jurisdiction other than the State of Florida to be applied.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be duly executed as of the date first written above.

GENERAL DYNAMICS OTS (VERSATRON),
INC.

By: Margaret N. House
Margaret N. House
Assistant Secretary

GENERAL DYNAMICS OTS (OTI), INC.

By: Margaret N. House
Margaret N. House
Assistant Secretary