

FOI000003290

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DIVISION OF CORPORATIONS
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V SHEPARD OCT 25 2002

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: New Rockwell Collins, Inc.
(Name of corporation)

DOCUMENT NUMBER: F01000003290

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carolyn J. Smith
(Name of person)

Rockwell Collins, Inc.
(Name of firm/company)

400 Collins Road NE, M/S 124-323
(Address)

Cedar Rapids, Iowa 52498
(City/state and zip code)

For further information concerning this matter, please call:

Carolyn J. Smith at (319) 295-6147
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000003290

(Document number of corporation (if known))

1. New Rockwell Collins, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. 6/19/2001 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6/27/01

5. Rockwell Collins, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Vaughn M. Klopfenstein
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Vaughn M. Klopfenstein

(Typed or printed name)

10/21/2002
(Date)

Assistant Secretary

(Title)

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Delaware

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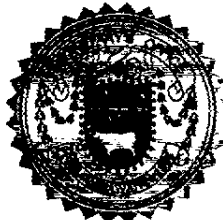
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ROCKWELL COLLINS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "NEW ROCKWELL COLLINS, INC." UNDER THE NAME OF "ROCKWELL COLLINS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2001, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2001, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3359922 8100M

AUTHENTICATION: 2034835

020635443

DATE: 10-15-02

Jun 27 01 08:30a

STATE OF DELAWARE
SECRETARY OF STATE P. 2
DIVISION OF CORPORATIONS
FILED 10:00 AM 06/27/2001
010309302 - 3359922

CERTIFICATE OF MERGER

Merging

ROCKWELL COLLINS, LLC
(a Delaware limited liability company)

into

NEW ROCKWELL COLLINS, INC.
(a Delaware corporation)

Pursuant to Section 264 of the Delaware General Corporation
Law and Section 18-209 of the Delaware Limited Liability
Company Act

NEW ROCKWELL COLLINS, INC., a corporation formed and existing
under and by virtue of the Delaware General Corporation Law ("NRCI"), DOES
HEREBY CERTIFY that:

FIRST: NRCI is a corporation organized and existing under the laws of
the State of Delaware. Rockwell Collins, LLC is a limited liability company formed and
existing under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger between NRCI and
RC LLC (the "Merger Agreement") pursuant to which RC LLC will be merged with and
into NRCI (the "Merger") has been approved, adopted, certified, executed and
acknowledged by each of NRCI and RC LLC in accordance with the requirements of
Section 264 of the Delaware General Corporation Law and Section 18-209 of the
Delaware Limited Liability Company Act and the Merger Agreement has been approved
and adopted by written consent of the sole shareowner of NRCI in accordance with
Section 228 of the Delaware General Corporation Law and the sole member of RC LLC
in accordance with Section 18-302(d) of the Delaware Limited Liability Company Act.

THIRD: NRCI shall be the surviving corporation of the Merger (the "Surviving Corporation"), and shall continue its corporate existence under the name "Rockwell Collins, Inc."

FOURTH: The Restated Certificate of Incorporation of NRCI as in effect immediately prior to the effective time of the Merger is hereby amended by changing Article FIRST thereof so that, as amended, such article shall read in its entirety as follows:

"FIRST: The name of the Corporation is Rockwell Collins, Inc."

and, as amended, shall be the Restated Certificate of Incorporation of the Surviving Corporation, until altered, amended or repealed thereafter in accordance with the provisions thereof and applicable law.

FIFTH: The Merger shall be effective at 11:59 p.m., Eastern Time, on June 27, 2001.

SIXTH: The executed Merger Agreement is on file at the principal place of business of Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 400 Collins Road NE, Cedar Rapids, Iowa 52498.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareowner of NRCI and any member of RC LLC.

IN WITNESS WHEREOF, New Rockwell Collins, Inc. has caused this Certificate of Merger to be duly executed on this ~~27~~ day of June 2001.

NEW ROCKWELL COLLINS, INC.

By: 
P.E. Allen
Vice President and Treasurer