

L02800

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

SKYDATA ACQUISITION CORPORATION, a FL Corp., #P96000 103779

INTO

SKYDATA, INC., a Florida corporation, L02800

File date: December 30, 1996

Corporate Specialist: Susan Payne

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

300002041653--0
-12/31/96-01009-007
****122.90 ****122.90

Skydata Acquisition Corporation
merged into
Skydata, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
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- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
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- Will Wait
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- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

RECEIVED
 16 DEC 30 PM 4:06
 DIVISION OF CORPORATIONS
 FILED STATE SECRETARY OF CORPORATIONS

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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12/30/96

merger

12/31/96

Please call Joey as soon as this is file.

Articles of Merger of Skydata Acquisition Corporation, a Florida corporation,
into
Skydata, Inc., a Florida corporation ("Surviving Corporation"),
with Name of Surviving Corporation Remaining
Skydata, Inc.

Pursuant to the provisions of Sections 607.1101, 607.1105 and 607.1106 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: An Agreement and Plan of Merger (the "Agreement") dated December 31, 1996, by and among Gilat Satellite Networks, Ltd., a corporation organized under the laws of Israel ("Gilat"), Skydata Acquisition Corporation, a Florida corporation and a wholly-owned subsidiary of Gilat, Skydata, Inc., a Florida corporation, Matra Marconi Space France S.A., a corporation organized under the laws of France, Samsung Corporation, a corporation organized under the laws of Korea, and John Todd, the summary of which is attached hereto as Exhibit A, was approved by the sole shareholder of Skydata Acquisition Corporation in the manner prescribed by Section 607.0821 of the FBCA on December 27, 1996 and approved by the Board of Directors of Skydata Acquisition Corporation in the manner prescribed by Section 607.0821 of the FBCA on December 27, 1996.

Second: The Agreement was approved by the shareholders of Skydata, Inc. in the manner prescribed by Section 607.0704 of the FBCA on December 30, 1996 and approved by the Board of Directors of Skydata, Inc. in the manner prescribed by Section 607.0704 of the FBCA on December 30, 1996.

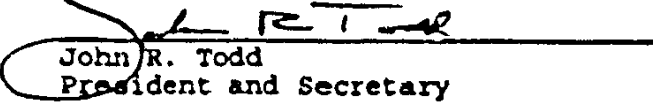
Third: The Surviving Corporation is Skydata, Inc., which does hereby retain such name as provided in the Agreement.

Fourth: The effective date of the Merger is the date of filing of these articles of merger.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC 30 PM 4:06

Dated: December 27, 1996

SKYDATA, INC.


John R. Todd
President and Secretary

SKYDATA ACQUISITION CORPORATION


Yoav Leibovitch
Chairman of the Board of Directors
and Treasurer

EXHIBIT A

Pursuant to the Agreement and Plan of Merger (the "Agreement") dated December 30, 1996, by and among Gilat Satellite Networks, Ltd., a corporation organized under the laws of Israel ("Gilat"), Skydata Acquisition Corporation, a Florida corporation and a wholly-owned subsidiary of Gilat ("Acquisition"), Skydata, Inc., a Florida corporation (the "Surviving Corporation"), Matra Marconi Space France S.A., a corporation organized under the laws of France, Samsung Corporation, a corporation organized under the laws of Korea, and John Todd, Acquisition will be merged into Skydata. As a result of the merger, the Surviving Corporation will become a wholly-owned subsidiary of Gilat and the outstanding Surviving Corporation capital stock will be converted into the Gilat's ordinary shares (the "Ordinary Shares") on the basis set forth below (the "Transaction"). Pursuant to the Transaction, Gilat will issue to the holders of the Surviving Corporation's shares and Shareholder Loans (as defined in the Agreement) that number of Ordinary Shares equal to \$19.250 million (the "Consideration"). The final number of shares shall be based on the average closing price of the Ordinary Shares during the 30 calendar days prior to the execution of the definitive acquisition agreement contemplated in the Agreement and will be fixed at the time of the execution of the definitive acquisition agreement; provided, however, that the price per share used to determine the final number shall not exceed \$25.00.