

P06109

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MERGER OR SHARE EXCHANGE

NORTHROP GRUMMAN SYSTEMS CORPORATION

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EFFECTIVE DATE

06/30/07

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Northrop Grumman Systems Corporation	Delaware	P06109

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Confluent RF Systems, Inc.	Florida	P00000014261

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 06 / 30 / 07 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 06/26/07 and shareholder approval was not required.

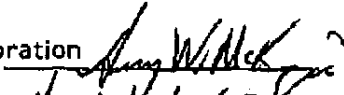
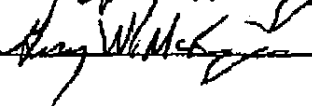
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 06/26/07 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Northrop Grumman Systems Corporation		Gary W. McKenzie, Vice President
Confluent RF Systems, Inc.		Gary W. McKenzie, Vice President

ATTACHMENT

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), is entered into as of June 26, 2007, by and between Northrop Grumman Systems Corporation, a Delaware corporation ("NGSC") and Confluent RF Systems, Inc., a Florida corporation ("Confluent").

WHEREAS, NGSC owns all of the issued and outstanding shares of Confluent, as more fully described on Exhibit A attached hereto.

WHEREAS, the directors of each corporation deem it advisable and in the best interests of the corporations that Confluent merges into NGSC upon the terms and conditions contained herein.

NOW, THEREFORE, the parties hereby adopt the plan of merger encompassed by this Merger Agreement and hereby agree that Confluent merges into NGSC as herein provided.

SECTION 1

TERMS AND CONDITIONS

1.1 **Merger.** Subject to compliance with all applicable laws and to the terms and conditions of this Merger Agreement, Confluent shall be merged with and into NGSC, and NGSC shall be the surviving corporation (the "Surviving Corporation"), effective on June 30, 2007 when a Certificate of Ownership and Merger, to which a copy of this Merger Agreement is attached, is filed with the Secretary of State of the State of Delaware (the "Effective Date").

1.2 **Succession.** On the Effective Date, NGSC shall succeed to all of the rights, privileges, powers and property, including, without limitation, all rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description, of Confluent.

1.3 **Stock of Confluent.** Upon the Effective Date, by virtue of the merger and without any further action on the part of the constituent corporations or their stockholders: (i) Each share of Common Stock of Confluent, issued and outstanding immediately prior to the Effective Date, shall be cancelled without the payment of any consideration therefore; (ii) Each share of common stock of NGSC issued and outstanding immediately prior to the Effective Date, shall remain outstanding.

1.4 **Stock Certificates.** On and after the Effective Date, all of the outstanding certificates that prior to that time represented shares of Common Stock of Confluent, shall be surrendered and cancelled.

SECTION 2

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

- 2.1 Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of NGSC as in effect immediately prior to the Effective Date shall remain the Certificate of Incorporation and Bylaws of NGSC after the Effective Date.
- 2.2 Directors and Officers. The directors and officers of NGSC immediately prior to the Effective Date shall remain the same after the Effective Date.

SECTION 3

MISCELLANEOUS

- 3.1 Further Assurances. From time to time, and when required by NGSC or by its successors and assigns, there shall be executed and delivered on behalf of Confluent such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate and necessary in order to vest or perfect, or to conform of record or otherwise, in NGSC the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority Confluent, and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of NGSC are fully authorized in the name and on behalf of Confluent, or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.
- 3.2 Amendment. At any time before or after approval by the sole stockholders of Confluent and NGSC, this Merger Agreement may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of Confluent and NGSC to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement.
- 3.3 Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the merger may be abandoned by the Board of Directors of Confluent or NGSC, notwithstanding the approval of this Merger Agreement by the sole stockholder of Confluent, or NGSC, or the consummation of the merger may be deferred for a reasonable period if, in either case, in the opinion of the Boards of Directors of Confluent, such action would be in the best interests of such corporation, including, without limitation, the failure by the corporations to obtain (i) any and all consents or approvals from any governmental agency having jurisdiction and other third parties that are required for the lawful consummation of the merger and (ii) the approval by the requisite vote of the stockholders of such corporation in accordance with the Laws of the State of Delaware.

3.4 Notices. The address for Notices for each constituent company to this Agreement and Plan of Merger is:

Office of the Secretary
Northrop Grumman Corporation
1840 Century Park East
Los Angeles, California 90067

3.5 Governing Law. This Merger Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Boards of Directors of Confluent, is hereby executed on behalf of each said corporation by their respective officers thereunto duly authorized.

NORTHROP GRUMMAN SYSTEMS
CORPORATION,
a Delaware corporation

By: Gary W. McKenzie
Gary W. McKenzie, Vice President

By: Kathleen M. Salmas
Kathleen M. Salmas, Secretary

CONFLUENT RF SYSTEMS, INC.,
a Florida corporation

By: Gary W. McKenzie
Gary W. McKenzie, Vice President

By: Kathleen M. Salmas
Kathleen M. Salmas, Secretary

Exhibit A

Corporation	Ownership	Shares Owned	Type	Percentage Owned
Confluent RF Systems, Inc.	Northrop Grumman Systems Corporation	8,000,000	Common Stock	100%