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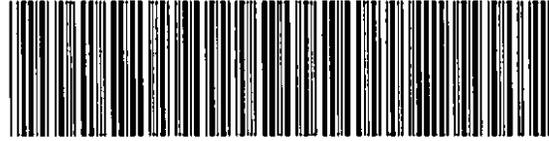
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P06109

VALIDATION ONLY

Rogers, Tovers et al

Requester's Name

118 1/2 East Jefferson Street

Address

Tallahassee, FL 32301 222-7200

City State ZIP Phone #

Please call Connie or Pat if any problems
CORPORATION'S NAME

NOC (Delaware) Corporation

- PROFIT
- NON-PROFIT
- AMENDMENT
- MERGER
- FOREIGN
- DISSOLUTION
- MARK
- LIMITED PARTNERSHIP
- ANNUAL REPORT
- RESERVATION
- REINSTATEMENT
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C T CORPORATION SYSTEM



March 21, 1985

RE: NOC (DELAWARE) CORPORATION - **R33497**

Secretary of State
 Corporate Records Bureau
 Division of Corporations
 Department of State
 P.O. Box 6327
 Tallahassee, Florida 32314

Gentlemen:

Pursuant to instructions received from counsel named below, please reserve the above name for corporate qualification. Please be advised that NORTHROP CORPORATION, a California domestic, will merge into NOC (DELAWARE) CORPORATION (Survivor). The survivor will then change its name to NORTHROP CORPORATION. The survivor of the merger desires to qualify in Florida under the old name, NORTHROP (DELAWARE) CORPORATION.

Our check to cover fees due and duplicate copies of the reservation form are attached. Kindly endorse and return the copy to the undersigned.

Thank you for your assistance in the above.

Very truly yours,

C T CORPORATION SYSTEM
Louise Bikle
 Louise Bikle
 Service Division

LB

Encls.

Name Availability	<i>3/27/85</i> COUNSEL
Document Examiner	
Updater	<i>3/27/85</i>
Updater Verifier	
Acknowledgment	
W. P. Verifier	

Kathleen M. Scanlan, Atty.
 Northrop Corporation
 1840 Century Park East
 Los Angeles, CA 90067

NAME HAS BEEN RESERVED FOR 120 DAYS
3-27-85
 AS OF THE DATE OF RESERVATION. IF YOU WISH TO
 QUALIFY IN FLORIDA, YOU MUST FILE WITH THE
 SECRETARY OF STATE A LETTER OF RESERVATION AND PAY THE
 FEE THEREON. IF YOU DO NOT FILE WITHIN THE
 120 DAY PERIOD, YOU WILL BE REQUIRED TO RE-RESERVE
 THE NAME AND PAY THE FEE AGAIN.

F. J. Chesser
 (504) 483-9260

RECEIVED
 NAME SECTION
 MAR 26 8 08 PM '85
 TALLAHASSEE FLORIDA
 DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

(1) BOC (DELAWARE) CORPORATION
(NAME OF CORPORATION ADDING THE WORD "INCORPORATED", "COMPANY" OR
"CORPORATION" IF NOT SO CONTAINED IN THE NAME AT PRESENT)

(2) Delaware
(INCORPORATED UNDER LAWS OF)

(3) March 12, 1985 (4) perpetual
(DATE OF INCORPORATION) (PERIOD OF DURATION)

(5) 1840 Century Park East, Los Angeles, CA 90067
(ADDRESS OF PRINCIPAL OFFICE)

(6) C T CORPORATION SYSTEM
(NAME OF FLORIDA REGISTERED AGENT)

C/O C T CORPORATION SYSTEM
8751 WEST BROWARD BLVD.
(STREET ADDRESS OF REGISTERED OFFICE)

PLANTATION FLORIDA 33324
(CITY) (STATE) (ZIP CODE)

(7) Any lawful act or activity for which corporations may qualify in Florida
(NATURE OF BUSINESS TO BE TRANSACTED IN FLORIDA)

FILED
MAY 20 1985
TALLAHASSEE, FLORIDA

(J) NAME OF OFFICERS SPECIFIC ADDRESS

SEE ATTACHED (P) _____

(S) _____

(T) _____

(V) _____

NAME OF DIRECTORS SPECIFIC ADDRESS

SEE ATTACHED (D) _____

(D) _____

(D) _____

(D) _____

(9) 1840 Century Park East
(CURRENT MAILING ADDRESS FOR ANNUAL REPORT MAILING PURPOSES)

Los Angeles CA 90067
(CITY) (STATE) (ZIP CODE)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

(10) 20,000,000 common shares at \$1.00 par value each
(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES,
AND SHARES WITHOUT PAR VALUE)

14,000,000 preferred shares at \$1.00 par value each

(11) "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY
ACCEPTED ACCOUNTING PRINCIPLES.

A. ESTIMATED VALUE OF ALL PROPERTY OWNED BY THE CORPORATION FOR THE COMING YEAR, WHEREVER LOCATED	\$ <u>-0-</u>
B. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED BY THE CORPORATION DURING THE COMING YEAR	\$ <u>100.00</u>
C. ESTIMATED VALUE OF ALL PROPERTY IN FLORIDA OWNED BY THE CORPORATION FOR THE COMING YEAR	\$ <u>-0-</u>
D. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED IN FLORIDA BY THE COR- PORATION DURING THE COMING YEAR	\$ <u>-0-</u>
E. TOTAL OF "A" AND "B"	\$ <u>100.00</u>
F. TOTAL OF "C" AND "D"	\$ <u>-0-</u>
G. DIVIDE "F" BY "E"	<u>0</u>
H. MULTIPLY "G" BY TOTAL AUTHORIZED SHARES (AND THEIR PAR VALUE)	<u>0</u>

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON
AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE TOTAL VALUE OF
SHARES CALCULATED IN "H" ABOVE.

Shelia Gibbons
SECRETARY VICE PRESIDENT
Shelia Gibbons

Kathleen M. Scanlon
SECRETARY ASSISTANT SECRETARY
Kathleen M. Scanlon

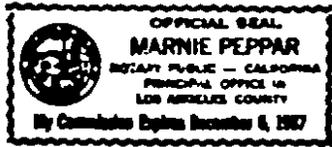
STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 12th
DAY OF May, 1963, BY Shelia Wilkerson
(NAME OF OFFICER)

Vice President OF BOC (DELAWARE) CORPORATION
(TITLE OF OFFICER) (NAME OF CORPORATION)

A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

MY COMMISSION EXPIRES 12/6/87.



(SEAL)

Marnie Peppar
NOTARY PUBLIC

C T CORPORATION SYSTEM HAVING BEEN DESIGNATED TO ACT AS REGISTERED
AGENT HEREBY AGREES TO ACT IN THIS CAPACITY.

C T CORPORATION SYSTEM

William C. Bradford, Jr.
(NAME AND TITLE OF OFFICER)
William C. Bradford, Jr., Assistant Secretary

OFFICERS

Thomas V. Jones
1050 Moraga Drive
Los Angeles, CA 90049
Chairman of the Board,
Chief Executive Officer

Frank W. Lynch
1933 Altura Drive
Corona del Mar, CA 92625
President

Stanley Ebner
6800 Fleetwood Rd., Apt. 403
McLean, VA 22101
Senior Vice President

William M. Elliott
11951 Mayfield Ave., #206
Los Angeles, CA 90049
Senior Vice President
and General Counsel

David M. Ferguson
805 Paseo del Mar
Palos Verdes Estates, CA 90274
Group Vice President

Melko E. Gasich
3517 Caribeth Drive
Encino, CA 91436
Senior Vice President

Donald A. Hicks
614 N. Foothill Road
Beverly Hills, CA 90210
Senior Vice President

Roy P. Jackson
The Westholme, No. 1702
10590 Wilshire Boulevard
Los Angeles, CA 90024
Senior Vice President

Gene W. Hauser
26711 Honey Creek
Rancho Palos Verdes, CA 90274
Vice President

Kent Kresa
1100 Maybrook Drive
Beverly Hills, CA 90210
Group Vice President

William G. McGagh
2189 Century Hill
Los Angeles, CA 90067
Senior Vice President

Ross Miller
129 Alta Avenue #14
Santa Monica, CA 90402
Group Vice President

John B. Campbell
19847 Merridy Street
Chatsworth, CA 91311
Vice President and
Controller

Les Daly
808 Glenmont Avenue
Los Angeles, CA 90024
Vice President

Joseph T. Gallagher
9 Gingerroot Lane
Rancho Palos Verdes, CA 90274
Vice President

C. Robert Gates
1664 Michael Lane
Pacific Palisades, CA 90272
Vice President

Sheila M. Gibbons
200 S. Crescent Drive
Beverly Hills, CA 90212
Vice President and
Secretary

Jaime Oaxaca
2510 Grand Avenue
Kansas City, MO 64108
Vice President

L. Bruce Jones
3450 Ridgford Drive
Westlake Village, CA 91361
Vice President

J. William Jenkins
812 Aster Boulevard
Rockville, MD 20840
Vice President

Milton Kuska
7864 N. Manchester Blvd.
Playa del Rey, CA 90293
Vice President

Richard B. Lohrer
1609 Chelsea Road
Palos Verdes Estates, CA 90274
Treasurer

Rex Maderia
305 Tanglewood Circle
Lawton, OK 73505
Vice President

F. J. Manzella
5965 Ocean Terrace Drive
Rancho Palos Verdes, CA 90274
Vice President

John Patierno
10271 Wesley Circle
Huntington Beach, CA 92646
Vice President

J. F. McCarthy
19171 Via del Caballo
Yorba Linda, CA 92686
Vice President

James M. Ricketts
311 Bora Way, #310
Marina del Rey, CA 90291
Vice President

Wallace C. Solberg
1017 S. Wisconsin Avenue
Oak Park, IL 60304
Vice President

Joseph Yarnon
Ledge Rock Road
Concord, MA 01742
Vice President

DIRECTORS

Dr. William F. Ballhaus
601 Wilshire Boulevard
Garden Level, Suite 25
Beverly Hills, CA 90210

Mr. Thomas M. McDaniel, Jr.
550 Chester Avenue
San Marino, CA 91108

Mr. Richard J. Flanson, III
333 South Hope Street, 54th Floor
Los Angeles, CA 90017

Mr. William G. McGagh
2189 Century Hill
Los Angeles, CA 90067

Dr. Ivan A. Getting
312 Chedbourne Avenue
Los Angeles, CA 90049

Mr. Charles W. Robinson
Post Office Box 2224
Santa Fe, New Mexico 87501

Mr. Richard E. Morner
7851 Metro Parkway - Suite 308
Minneapolis, Minnesota 55420

Mr. George T. Scharffenberger
No. 4 Appaloosa Lane
Rolling Hills, CA 90274

Mr. Thomas V. Jones
1050 Moraga Drive
Los Angeles, CA 90049

Dr. O. Meredith Wilson
3614 Agate Street
Eugene, Oregon 97405

Mr. Earle M. Jorgensen
10700 Alameda Street
Lynwood, CA 90262

Mr. Tom Killefer
45 Wall Street
New York, NY 10005

Adm. Robert L. J. Long, USN (Ret.)
247 Women's Way
Providence
Annapolis, MD 21401

Mr. Frank M. Lynch
1933 Altura Drive
Corona del Mar, CA 92625

State of Delaware



Office of Secretary of State

I, MICHAEL HARRINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO
HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE
OF INCORPORATION OF WORTHROP CORPORATION FILED IN THIS OFFICE ON THE
TWELFTH DAY OF MARCH, A.D. 1985, AT 3 O'CLOCK P.M.

FILED
1985 MAY 20 11:11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Michael Harrins, Secretary of State

AUTHENTICATION: 0490867

DATE: 05/10/1985

8500710156

FILED

WAR 12 1985

3
pm

CERTIFICATE OF INCORPORATION
OF
NORTHROP CORPORATION

Lyndell [unclear]
[unclear]

FIRST: The name of the corporation is Northrop Corporation (the "Corporation").

SECOND: The address of the registered office of the Corporation is the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name and address of the Corporation's registered agent in the State of Delaware is the Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the General Corporation Law of the State of Delaware.

FOURTH: 1. The total number of shares of stock which the Corporation shall have authority to issue is Two Hundred Ten Million (210,000,000), consisting of Two Hundred Million (200,000,000) shares of Common Stock, par value One Dollar (\$1.00) per share (the "Common Stock"), and Ten Million (10,000,000) shares of Preferred Stock, par value One Dollar (\$1.00) per share (the "Preferred Stock").

2. Shares of Preferred Stock may be issued from time to time in one or more classes or series, each of which class or series shall have such distinctive designation or title as shall be fixed by resolution of the Board of Directors of the Corporation (the "Board of Directors") prior to the issuance of any shares thereof. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution providing for the issuance of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Delaware. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any class or series subsequent to the issuance of shares of that class or series.

FIFTH: In furtherance and not in limitation of the powers conferred by statute and subject to Article Sixth hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the bylaws of the Corporation (the "Bylaws").

SIXTH: Notwithstanding Article Fifth hereof, the Bylaws may be adopted, repealed, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of the holders of not less than eighty percent (80%) of the voting power of all outstanding shares of Voting Stock (as defined in paragraph (f) of Section 3 of Article Fourteenth hereof), regardless of class and voting together as a single voting class, and, where such action is proposed by an Interested Stockholder (as defined in paragraph (d) of Section 3 of Article Fourteenth hereof), or by any Affiliate or Associate (each as defined in paragraph (g) of Section 3 of Article Fourteenth hereof) of an Interested Stockholder, including the affirmative vote of the holders of a majority of the voting power of all outstanding shares of Voting Stock, regardless of class and voting together as a single voting class, other than shares held by the Interested Stockholder which proposed (or the Affiliate or Associate of which proposed) such action, or any Affiliate or Associate of such Interested Stockholder, provided, however, that where such action is approved by a majority of the Continuing Directors (as defined in paragraph (a) of Section 3 of Article Fourteenth hereof), the affirmative vote of a majority of the voting power of all outstanding shares of Voting Stock, regardless of class and voting together as a single voting class, shall be required for approval of such action.

SEVENTH: The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. Except as may otherwise be provided pursuant to Section 2 of Article Fourth

hereof in connection with rights to elect additional directors under specified circumstances which may be granted to the holders of any class or series of Preferred Stock, the exact number of directors of the Corporation shall be determined from time to time by a Bylaw or amendment thereof.

EIGHTH: The Board of Directors shall be and is divided into three classes: Class I, Class II and Class III. The number of directors in each class shall be the whole number contained in the quotient obtained by dividing the authorized number of directors by three. If a fraction is also contained in such quotient, then additional directors shall be apportioned as follows: if such fraction is one-third, the additional director shall be a member of Class I; and if such fraction is two-thirds, one of the additional directors shall be a member of Class I and the other shall be a member of Class II. Each director shall serve for a term ending on the date of the third Annual Meeting of Stockholders of the Corporation (the "Annual Meeting") following the Annual Meeting at which such director was elected, provided, however, that the directors first elected to Class I shall serve for a term ending on the date of the first Annual Meeting next following the end of the calendar year 1983, the directors first elected to Class II shall serve for a term ending on the date of the second Annual Meeting next following the end of the calendar year 1985 and the directors first elected to Class III shall serve for a term ending on the date of the third Annual Meeting next following the end of the calendar year 1985.

Notwithstanding the foregoing provisions of this Article Eighth: each director shall serve until his successor is elected and qualified or until his death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected pursuant to Section 2 of Article Fourth hereof in connection with rights to elect such additional directors under specified circumstances which may be granted to the holders of any class or series of Preferred Stock, shall not be included in any class, but shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such class or series.

NINTH: Except as may otherwise be provided pursuant to Section 2 of Article Fourth hereof in connection with rights to elect additional directors under specified circumstances which may be granted to the holders of any class or series of Preferred Stock, newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board of Directors resulting from death, resignation, removal or other cause, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's death, resignation or removal, whichever first occur.

TENTH: Except as may otherwise be provided pursuant to Section 2 of Article Fourth hereof in connection with rights to elect additional directors under specified circumstances which may be granted to the holders of any class or series of Preferred Stock, any director may be removed from office only for cause and only by the affirmative vote of the holders of not less than eighty percent (80%) of the voting power of all outstanding shares of Voting Stock entitled to vote in connection with the election of such director, regardless of class and voting together as a single voting class; provided, however, that where such removal is approved by a majority of the Continuing Directors, the affirmative vote of a majority of the voting power of all outstanding shares of Voting Stock entitled to vote in connection with the election of such director, regardless of class and voting together as a single voting class, shall be required for approval of such removal.

ELEVENTH: Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called Annual Meeting or at a special meeting of stockholders of the Corporation, unless such action requiring or permitting shareholder approval is approved by a majority of the Continuing Directors, in which case such action may be authorized or taken by the written consent of the holders of outstanding shares of Voting Stock having not less than the minimum voting power that would be necessary to authorize or take such action at a meeting of stockholders at which all shares entitled to vote therein were present and voted, provided all other requirements of applicable law and the Conditions have been satisfied.

TWELFTH: Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by a majority of the Board of Directors or by the Chairman of the Board. Special meetings may not be called by any other person or persons. Each special meeting shall be held at such date and time as is requested by the person or persons calling the meeting, within the limits fixed by law.

THIRTEENTH: Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of applicable law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

FOURTEENTH: 1. Subject to the provisions of Section 2 of this Article Fourteenth, in addition to any vote required by law, a Business Combination (as defined in paragraph (b) of Section 3 of this Article Fourteenth) shall be approved by the affirmative vote of the holders of not less than:

- (a) eighty percent (80%) of the voting power of all outstanding shares of Voting Stock, regardless of class and voting together as a single voting class; and
- (b) A majority of the voting power of all outstanding shares of Voting Stock, other than shares held by any Interested Stockholder which is (or the Affiliate or Associate of which is) a party to such Business Combination or by any Affiliate or Associate of such Interested Stockholder, regardless of class and voting together as a single voting class.

The affirmative vote referred to in paragraphs (a) and (b) of this Section 1 shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage or proportion may be specified, by law, or in any agreement between the Corporation and any national securities exchange or any other person, or otherwise.

2. Notwithstanding the provisions of Section 1 of this Article Fourteenth, a Business Combination may be approved if all of the conditions specified in either of the following paragraphs (a) or (b) have been satisfied:

(a) both of the following conditions specified in clauses (i) and (ii) of this paragraph (a) have been satisfied:

- (i) there are one or more Continuing Directors and a majority of such Continuing Directors shall have approved such Business Combination; and
- (ii) such Business Combination shall have been approved by the affirmative vote of the Corporation's stockholders required by law, if any such vote is so required; or

(b) all of the following conditions specified in clauses (i) through (vi) of this paragraph (b) have been satisfied:

(i) such Business Combination shall have been approved by the affirmative vote of holders of a majority of the voting power of all outstanding shares of Voting Stock, regardless of class and voting together as a single voting class;

(ii) the aggregate amount of (A) the Cash and (B) the Fair Market Value (as defined in paragraph (i) of Section 3 of this Article Fourteenth), as of the date of the consummation of the Business Combination (the "Consummation Date"), of consideration other than cash received or to be received, per share, by holders of shares of Common Stock in such Business Combination, shall be at least equal to the higher of the following:

(I) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and selling dealers' fees) paid or agreed to be paid by the Interested Stockholder which is (or the Affiliate or Associate of which is) a party to such Business Combination for any shares of Common Stock (x) within the two-year period immediately prior to and including the date of the final public announcement of the terms of the proposed Business Combination (the "Announcement Date"), or (y) in the transaction in which it became an Interested Stockholder, whichever is higher; or

(II) the Fair Market Value per share of Common Stock (z) on the Announcement Date, or (y) on the date on which the Interested Stockholder became an Interested Stockholder (the "Determination Date"), whichever is higher;

(ii) the aggregate amount of (A) the cash and (B) the Fair Market Value as of the Announcement Date, of consideration other than cash received or to be received per share by holders of shares of any class of outstanding Voting Stock other than Common Stock in such Business Combination, shall be at least equal to the highest of the following (it being intended that the requirements of this clause (ii) shall be required to be met with respect to every class of outstanding Voting Stock other than Common Stock, whether or not such Interested Stockholder (or such Affiliate or Associate) has previously acquired any shares of a particular class of Voting Stock):

(I) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid or agreed to be paid by the Interested Stockholder for any shares of such class of Voting Stock (x) within the two-year period immediately prior to the Announcement Date, or (y) in the transaction in which it became an Interested Stockholder, whichever is higher;

(II) (if applicable) the highest preferential amount per share to which the holders of shares of such class of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; or

(III) the Fair Market Value per share of such class of Voting Stock (x) on the Announcement Date, or (y) on the Determination Date, whichever is higher.

(iv) the consideration to be received by the holders of a particular class of outstanding Voting Stock (including Common Stock) shall be in cash or in the same form as the Interested Stockholder has previously paid (or agreed to pay) for shares of such class of Voting Stock; if the Interested Stockholder has paid for shares of any class of Voting Stock with varying forms of consideration, the form of consideration to be received by holders of shares of such class of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class of Voting Stock previously acquired by such Interested Stockholder; and the price determined in accordance with clauses (ii) and (iii) of this paragraph (b) shall be subject to appropriate adjustment in the event of any stock dividend, stock split, combination of shares or similar event;

(v) after such Interested Stockholder has become an Interested Stockholder, and prior to the consummation of such Business Combination, neither such Interested Stockholder nor any of its Affiliates or Associates shall have become the beneficial owner of any additional shares of Voting Stock, except (A) as part of the transaction which resulted in such Interested Stockholder becoming an Interested Stockholder, or (B) upon conversion of convertible securities acquired by it prior to such Interested Stockholder becoming an Interested Stockholder, upon exercise of warrants acquired by it prior to such Interested Stockholder becoming an Interested Stockholder, or as a result of a stock split or a pro rata stock dividend;

(vi) after such Interested Stockholder has become an Interested Stockholder, neither such Interested Stockholder nor any of its Affiliates or Associates shall have received the benefit, directly or indirectly (except proportionately as a stockholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise; and

(vii) a proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules and/or regulations) shall be mailed to stockholders of the Corporation at least thirty (30) days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act, rules and/or regulations or such subsequent provisions).

3. For the purposes of this Certificate of Incorporation, the following definitions shall apply:

(a) "Continuing Director" means (i) any member of the Board of Directors who (A) is or was an Interested Stockholder or an Affiliate or Associate of an Interested Stockholder and (B) was a member of the Board of Directors prior to the time that an Interested Stockholder became an Interested Stockholder, and (ii) any person who is elected or appointed to succeed a Continuing Director, or to join the Board of Directors, by a majority of the Continuing Directors.

(b) "Business Combination" means any one or more of the following transactions referred to in clauses (i) through (vi) of this paragraph (b):

(i) any merger or consolidation of the Corporation or any Subsidiary (as defined in paragraph (h) of this Section 3) with or into (A) any Interested Stockholder or (B) any other corporation (whether or not itself an Interested Stockholder) which immediately before is, or after such merger or consolidation would be, an Affiliate or Associate of an Interested Stockholder;

(ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of related transactions) to or with any Interested Stockholder, Affiliate and/or any Associate of any Interested Stockholder of any assets of the Corporation and/or any Subsidiary, where such assets have an aggregate Fair Market Value of Twenty-Five Million Dollars (\$25,000,000) or more;

(iii) the issuance or transfer by the Corporation and/or any Subsidiary (in one transaction or a series of related transactions) of any equity securities of the Corporation and/or any Subsidiary to a person which, immediately prior to such issuance or transfer, is an Interested Stockholder or an Affiliate or Associate of an Interested Stockholder, where such equity securities have an aggregate Fair Market Value of Ten Million Dollars (\$10,000,000) or more;

(iv) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation;

(v) any reclassification of securities (including any reverse stock split) or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any similar transaction (whether or not with or into or otherwise involving an Interested Stockholder), which has the effect, directly or indirectly, of increasing the percentage of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Stockholder or by any Affiliate and/or Associate of any Interested Stockholder; or

(vi) any agreement, contract or other arrangement providing for any of the transactions described in clauses (i) through (v) of this paragraph (b).

(c) A "person" means an individual, firm, partnership, trust, corporation or other entity.

(d) "Interested Stockholder" means any person who or which, together with its Affiliates and Associates, as of the record date for the determination of stockholders entitled to notice of, and to vote on, any Business Combination, the removal of a director or the adoption of any proposed amendment, alteration, rescission or repeal of any provision of this Certificate of Incorporation or any Bylaw, or immediately prior to the Consummation Date:

(i) is the beneficial owner (as defined in paragraph (e) of this Section 3), directly or indirectly, of ten percent (10%) or more of the voting power of (A) all outstanding shares of Voting Stock or (B) all outstanding shares of the capital stock of a Subsidiary having general voting power ("Subsidiary Stock"); or

(ii) is an assignee of or has otherwise succeeded to any share of Voting Stock or Subsidiary Stock which was, at any time within the two-year period prior thereto, beneficially owned by any person who at such time was an Interested Stockholder, and such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public

offering within the meaning of the Securities Act of 1933, as amended, and the rules and regulations thereunder (or any subsequent provisions regarding such Act rules and regulations):

provided, however, that the term "Interested Stockholder" shall not include (A) the employees of any Subsidiary or (B) any profit-sharing, employee stock ownership or other employee benefit plan of the Corporation or any Subsidiary, or any trustee of, or fiduciary with respect to, any such plan when acting in such capacity

(e) A person is the "beneficial owner" of any shares of capital stock

(i) which such person or any of its Affiliates or Associates beneficially owns, directly or indirectly;

(ii) which such person or any of its Affiliates or Associates has (A) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (B) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such first-mentioned person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of capital stock of the Corporation or a Subsidiary, as the case may be.

(f) "Voting Stock" means the capital stock of the Corporation having general voting power. For the purpose of determining whether a person is an Interested Stockholder pursuant to paragraph (d) of this Section 3, the number of shares of Voting Stock or Subsidiary Stock, as the case may be, deemed to be outstanding shall include shares deemed owned by a beneficial owner through application of paragraph (e) of this Section 3, but shall not include any other shares of Voting Stock or Subsidiary Stock, as the case may be, which may be issuable to any other person pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

(g) "Affiliate" and "Associate" have the respective meanings given to those terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, as in effect on January 1, 1985.

(h) "Subsidiary" means any corporation of which a majority of any class of equity security (as defined in Rule 3a 11-1 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, as in effect on January 1, 1985) is owned, directly or indirectly, by the Corporation.

(i) "Fair Market Value" means (i) in the case of stock (A) the highest closing sale price during the 30-day period including and immediately preceding the date in the question of a share of such stock on the Composite Tape for New York Stock Exchange-Listed Stocks, or (B) if such stock is not quoted on the Composite Tape, the highest closing sale price during such 30-day period on the New York Stock Exchange, or (C) if such stock is not listed on such Exchange, the highest closing sale price during such 30-day period on the principal United States securities exchange registered under the Securities Exchange Act of 1934, as amended, on which such stock is listed, or (D) if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use during such 30-day period, or (E) if no such quotations are available, the fair market value on the date in question of a share of such stock as determined in good faith by a majority of the Continuing Directors (or if there are no Continuing Directors, then by a majority of the Board of Directors), and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined in good faith by a majority of the Continuing Directors (or if there are no Continuing Directors, then by a majority of the Board of Directors).

(j) In the event of any Business Combination in which the Corporation survives, the phrase "consideration other than cash received or to be received" as used in clauses (ii) and (iii) of

paragraph (b) of Section 2 of this Article Fourteenth shall include the shares of Voting Stock and/or the shares of any other class of Voting Stock retained by the holder of such shares.

4. A majority of the Continuing Directors shall have the power and duty to determine (for purposes of this Article Fourteenth, on the basis of information known to them) (a) whether a person is an Interested Stockholder, (b) the number of shares of Voting Stock or Subsidiary Stock beneficially owned by any person, (c) whether a person is an Affiliate or Associate of another person, (d) whether a person has an agreement, arrangement or understanding with another person as to the matters referred to in clause (a) of paragraph (b), or clause (a) or (m) of paragraph (e), of Section 3 of this Article Fourteenth, or whether any particular assets of the Corporation and/or any Subsidiary have an aggregate Fair Market Value of Twenty-Five Million Dollars (\$25,000,000) or more, or (f) whether the consideration received for the issuance or transfer of securities by the Corporation and/or any Subsidiary has an aggregate Fair Market Value of Ten Million Dollars (\$10,000,000) or more. In furtherance and not in limitation of the preceding powers and duties set forth in this Section 4, a majority of the Continuing Directors shall have the power and duty to interpret all of the terms and provisions of this Article Fourteenth.

5. Nothing contained in this Article Fourteenth shall be construed to relieve any Interested Stockholder or any Affiliate or Associate thereof from any fiduciary obligation imposed by law.

6. The fact that any action or transaction complies with the provisions of this Article Fourteenth shall not be construed to impose any fiduciary duty, obligation or responsibility on the Board of Directors or any member thereof to approve such action or transaction or recommend its adoption or approval to the stockholders of the Corporation, nor shall such compliance limit, prohibit or otherwise restrict in any manner the Board of Directors, or any member thereof, with respect to evaluations of, or actions and responses taken with respect to, such action or transaction.

FIFTEENTH: To the maximum extent permissible under Section 262 of the General Corporation Law of the State of Delaware, the stockholders of the Corporation shall be entitled to the statutory appraisal rights provided therein, notwithstanding any exception otherwise provided therein, with respect to any Business Combination involving the Corporation and any Interested Stockholder (or any Affiliate or Associate of any Interested Stockholder), which requires the affirmative vote specified in paragraph (a) of Section 1 of Article Fourteenth hereof.

SIXTEENTH: The provisions set forth in this Article Sixteenth and in Articles Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Fourteenth and Fifteenth hereof may not be repealed, rescinded, altered or amended in any respect, and no other provision or provisions may be adopted which impair(s) in any respect the operation or effect of any such provision, except by the affirmative vote of the holders of not less than eighty percent (80%) of the voting power of all outstanding shares of Voting Stock regardless of class and voting together as a single voting class, and, where such action is proposed by an Interested Stockholder or by any Associate or Affiliate of an Interested Stockholder, the affirmative vote of the holders of a majority of the voting power of all outstanding shares of Voting Stock, regardless of class and voting together as a single class, other than shares held by the Interested Stockholder which proposed (or the Affiliate or Associate of which proposed) such action, or any Affiliate or Associate of such Interested Stockholder, provided, however, that where such action is approved by a majority of the Continuing Directors, the affirmative vote of a majority of the voting power of all outstanding shares of Voting Stock, regardless of class and voting together as a single voting class, shall be required for approval of such action.

SEVENTEENTH: The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the preceding sentence, the provisions set forth in Articles Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Fourteenth, Fifteenth and Sixteenth may not be repealed, rescinded, altered or amended in any respect, and no other provision or provisions may be adopted which impair(s) in any respect the operation or effect of any such provision, unless such action is approved as specified in Article Sixteenth hereof.

EIGHTEENTH The name and mailing address of the incorporator is set forth as follows:

John F. Southworth
Northrup Corporation
1840 Century Park East
Los Angeles, California 90047

I, **THE UNDERSIGNED**, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 25th day of February, 1985.



John F. Southworth

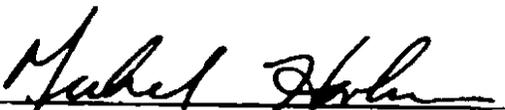
State of Delaware



Office of Secretary of State

I, MICHAEL HARTINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT BEFORE PAID FOR FILING OF NORTHROP CORPORATION FILED IN THIS OFFICE ON THE TWELFTH DAY OF MARCH, A.D. 1965, AT 3:00 O'CLOCK P.M.

1 1 1 1 1 1 1 1 1 1


Michael Hartins, Secretary of State

AUTHENTICATION: 10498873

DATE: 05/10/1985

725130110

8500710157

FILED

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NORTHROP CORPORATION

MAR 12 1985 3:00
P.M.
[Signature]

Pursuant to Section 241 of the General Corporation Law
of the State of Delaware

Northrop Corporation (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Sole Incorporator of the Corporation, by Waiver of Meeting of the Sole Incorporator and Consent to Adoption of Resolution dated March 12, 1985, in accordance with the provisions of Sections 107, 108(c) and 241 of the General Corporation Law of the State of Delaware, adopted a Resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

Article First of the Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

*FIRST: The name of the corporation is NOC (Delaware) Corporation (the "Corporation").

SECOND: That the Corporation has not received any payment for any of its Stock.

THIRD: That the aforesaid amendment is duly adopted in

accordance with the applicable provisions of Section 107, 109(c) and 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Northrop Corporation has caused this Certificate to be signed by its Sole Incorporator on this 12th day of March, 1985.

NORTHROP CORPORATION

By 
John F. Southworth

P06109



C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
800 SOUTH FIGUEROA STREET, SUITE 1000, LOS ANGELES, CAL 90017 • (213) 827-8262

July 18, 1985

RE: NOC (DELAWARE) CORPORATION (DELAWARE DOMESTIC)
Merging: NORTHROP CORPORATION (CALIFORNIA DOMESTIC)
Change of Name to: NORTHROP CORPORATION
C T Job Number: NU 49769-2

COUNSEL: Sheila Gibbons, Atty.
Northrop Corporation
1840 Century Park East
Los Angeles, CA 90067

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation, which is authorized to do business in your state, the form to file evidence of merger and name change.

Called 7/26/85, sending \$20.00 fee

FILED
JUL 26 4 26 PM '85
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Availability	
Document	
Expiring	
Updater	
Verifier	<i>TW</i>
Acknowledgement	<i>TW</i>
W. H. Verifier	<i>TW</i>

Check in payment of the required fees is attached. Please forward the usual copy of filing to this office.

Very truly yours,

C T CORPORATION SYSTEM

Mark A. Shelton
Mark A. Shelton
Service Representative

Please Call Our
Toll Free Number
1-800-421-8585
MAS/mp
Encs.
SPECIAL INSTRUCTIONS:

As the merging company is also qualified to do business in your jurisdiction please remove it from the records of your state. Please endorse the copy of this letter and return to the undersigned in the attached self-addressed

C T CORPORATION SYSTEM



ASSOCIATED WITH THE UNIVERSITY OF CALIFORNIA
600 SOUTH FIGUEROA STREET, SUITE 1001, LOS ANGELES, CALIF. 90030-0309

PLEASE NOTE

our new mailing address:

C T CORPORATION SYSTEM

P.O. Box 30309

Los Angeles, CA 90030-0309

July 30, 1985

RE: NOC (DELAWARE) CORPORATION (DEL. DOM.)
Merging: NORTHROP CORPORATION (CALIF.
DOM.)
Change of Name to: NORTHROP CORPORATION
C T Job Number: NU 49769-2

COUNSEL: Sheila Gibbons, Atty.
Northrop Corporation
1840 Century Park East
Los Angeles, CA 90067

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Attention: Thelma

Dear Thelma:

Pursuant to the instructions of counsel and in accordance with your telephone advice, we attach our check in the amount of \$20.00 to cover the total fees in connection with filing evidence of merger on behalf of the above corporations. Please complete filing and return evidence directly to the undersigned.

Please also endorse the copy of this letter and return to the undersigned in the attached self-addressed stamped envelope as immediate evidence.

Thank you for your attention to this matter.

Very truly yours,

C T CORPORATION SYSTEM

Mark A. Shelton
Service Representative

Please Call Our
Toll Free Number
1-800-421-8585

MAS/mp

MERGER + NAME CHANGE

NORTHROP CORPORATION, a California corporation
(Charter #808659)

-----merging into-----

NOC (DELAWARE) CORPORATION, a Delaware corporation

-----changing name to-----

New Name: NORTHROP CORPORATION

Surviving Charter Number: P06109

Filing Date: July 26, 1985

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDED APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(1) NOC (DELAWARE) CORPORATION
(NAME OF CORPORATION AS IT APPEARS ON ORIGINAL APPLICATION OR LAST
AMENDED APPLICATION)

(2) Delaware
(INCORPORATED UNDER LAWS OF)

(3) A. IF THE AMENDMENT CHANGES THE NAME OF THE CORPORATION, HAS THE
CHANGE BEEN EFFECTED UNDER THE LAWS OF ITS JURISDICTION OF
INCORPORATION? Yes (YES OR NO)

B. NAME OF CORPORATION AFTER AMENDMENT, ADDING THE WORD "CORPORATION",
"COMPANY", OR "INCORPORATED" IF NOT CONTAINED IN THE NEW NAME OF
THE CORPORATION

NORTHROP CORPORATION

(4) A. IF THE AMENDMENT CHANGES, LIMITS OR ENLARGES THE BUSINESS PURPOSES
OF THE CORPORATION, IS THE CORPORATION AUTHORIZED TO DO SUCH
BUSINESS UNDER THE LAWS OF ITS JURISDICTION OF INCORPORATION?
N/A (YES OR NO)

B. PROPOSED BUSINESS PURPOSES WITHIN FLORIDA
No change

Sheila Gibbons
VICE PRESIDENT
Sheila Gibbons

Kathleen Scanlon
SECRETARY OR ASSISTANT SECRETARY
Kathleen Scanlon
STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 2nd
DAY OF July, 19 85, BY Sheila Gibbons
(NAME OF OFFICER)

Vice President OF NORTHROP CORPORATION
(TITLE OF OFFICER) (NAME OF CORPORATION)

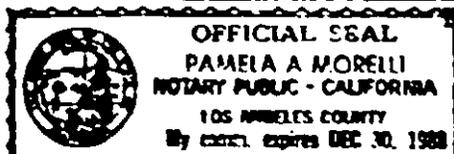
A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.

MY COMMISSION EXPIRES Dec 30, 1988

Pamela A Morelli

NOTARY PUBLIC

(SEAL)
(FLA. - 734 - 1/10/78)



State of Delaware



Office of Secretary of State

Faint, illegible text, possibly a list of names or a document header.

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

DATE:

THE FOLLOWING

PAGE(S)

IS (ARE) A

DOCUMENT NOT SUITABLE FOR MICROFILM

FLORIDA SECRETARY OF STATE, DIVISION OF CORPORATIONS

STATE
TALLAHASSEE, FLORIDA

0501698201

FILED

JUN 18 1958 1:30 PM

Chas. J. ...

CERTIFICATE OF MERGER
OF
NORTHROP CORPORATION
INTO

NOC (DELAWARE) CORPORATION

The undersigned, NOC (Delaware) Corporation, DOES
HEREBY CERTIFY:

FIRST: That the name and state of incorporation
of each of the constituent corporations of the merger is as
follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Northrop Corporation	California
NOC (Delaware) Corporation	Delaware

SECOND: That an Agreement of Merger, as amended,
between the parties to the merger has been approved,
adopted, certified, executed and acknowledged by each of the
constituent corporations in accordance with the requirements
of subsection (c) of Section 202 of the General Corporation
Law of the State of Delaware.

THIRD: The name of the surviving corporation of
the merger is NOC (Delaware) Corporation (the "Corpora-

tion"), a corporation organized and existing under the General Corporation Law of the State of Delaware, which name shall herewith be changed to Northrop Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware, as provided in Article FOURTH hereof.

FOURTH: That the Certificate of Incorporation of the Corporation as in effect on the date hereof shall be the Certificate of Incorporation of the surviving corporation, except that Article FIRST thereof shall herewith be changed to read in its entirety as follows:

"FIRST: The name of the corporation is Northrop Corporation (the "Corporation")."

FIFTH: That the executed Agreement of Merger, as amended, is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 1840 Century Park East, Los Angeles, California 90067.

SIXTH: That a copy of the Agreement of Merger, as amended, will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of Northrop Corporation, a corporation organized and existing under the General Corporation Law of the State of Califor-

and, the only foreign corporation which is a party to the merger, is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Common Stock	60,000,000	Without par value
Preferred Stock	1,000,000	Without par value

EIGHTH: That the date and time of the effectiveness of the merger shall be at 9:00 p.m., Eastern Daylight Time, on June 18, 1985.

Dated: June 17, 1985

MOC (DELAWARE) CORPORATION
(to be renamed herewith
NORTHERN CORPORATION)

By *James V. [Signature]*
James V. [Signature]
Chairman of the Board and
Chief Executive Officer

ATTEST:

By *Shells M. Gibbons*
Shells M. Gibbons,
Vice President and Secretary

CORPORATION
ANNUAL REPORT
1986



FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida
32399
DIVISION OF CORPORATIONS

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$20 Required - Make Checks Payable To: Secretary of State

1 Name and Address of Corporation Principal Office

P/06109
Northrop Corporation
1840 Century Park East
Los Angeles, California 90067-1578

If above address is incorrect, it may also enter the correct address in item 7, include Zip Code.

3 Date Incorporated or Qualified To Do Business in Florida

5/20/85

4 Federal Employer Identification Number (EIN)

95-1055798

6-28-85

8 Names and Street Addresses of Each Officer and Director as of December 31, 1985

1	2	3	4	5
Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT use Post Office Box Number)	City	State and Zip
Thomas V. Jones	C/D	1840 Century Park East	Los Angeles, CA	90067
Frank W. Lynch	P	1840 Century Park East	Los Angeles, CA	90067
William McGagh	V/P	1840 Century Park East	Los Angeles, CA	90067
Earle Jorgenson	D	1840 Century Park East	Los Angeles, CA	90067
Sheila Gibbons	S	1840 Century Park East	Los Angeles, CA	90067
William Ballhaus	D	1840 Century Park East	Los Angeles, CA	90067

REGISTERED AGENT INFORMATION

7 Name and Address of Current Registered Agent

CT Corporation System
8751 West Broward Blvd.
Plantation, Florida 33324

8 Name and Address of New Registered Agent

Name: _____
Street Address (Do NOT use P.O. Box Number): _____
City and State: _____ FL _____

9 Pursuant to the provisions of Sections 607.004 and 607.007, Florida Statutes, the above-named corporation is qualified to transact business in the State of Florida, without this statement for the purpose of changing its registered officer or registered agent, or both, in the State of Florida. Such change was authorized by resolution duly adopted by its board of directors on _____.

I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of Section 607.025, F.S.

SIGNATURE _____

DATE _____

(Registered Agent Accepting Appointment)

ST AGENTS ONLY
REGISTERED AGENT
ACCEPTANCE

10 IMPORTANT - THIS SECTION MUST BE COMPLETED
Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?
YES NO

11 IMPORTANT - THIS SECTION MUST BE COMPLETED IF ITEM 10 IS YES
Has said amendment been filed with this office? YES NO
If the answer is no, this report cannot be processed until this amendment has been filed.

12 Cert. That I Am An Officer of the Corporation or Receiver or Trustee Empowered to Execute This Report as Required by Chapter 201, F.S.
I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As if Made Under Oath (Officer signing must be listed in block of)

Signature _____

Date _____

Typed Name of Signing Officer

Richard B. Waugh, Jr.

Vice President-

Taxes & Business Analysis

Telephone Number

(213) 201-3361

6/16/86

13 Should you desire a certificate of status check the box

CERTIFICATE OF STATUS DESIRED

ST AGENTS ONLY
REGISTERED AGENT
ACCEPTANCE

NORTHROP CORPORATION
BOARD OF DIRECTORS

Thomas V. Jones
Chairman
4/24/60*

William F. Ballhaus
2/19/75*
William G. McGagh
12/21/83*
Richard J. Flaxson, III
2/27/76*
Ivan A. Getting
11/16/77*
Richard E. Horner
1/19/77*
Tom Killefer
1/20/82*

Eari M. Jorgensen
9/28/54*
Howard P. Allen
5/15/80*
Frank W. Lynch
3/1/82*
Charles W. Robinson
6/21/78*
O. Meredith Wilson
2/19/75*
G. T. Scharffenberger
5/20/81*
Robert L. J. Long
1/18/84*

ELECTED CORPORATE OFFICERS

JONES, Thomas V.
549-03-6501

1050 Moraga Drive
Los Angeles, CA 90049

Chairman of the Board &
Chief Executive Officer
4/24/60*

LYNCH, Frank W.
557-22-5604

1933 Altura Drive
Corona del Mar, CA 92625

President & Chief
Operating Officer
3/1/82*

EBNER, Stanley
047-26-8858

6800 Fleetwood Road
McLean, VA 22101

Sr. Vice President
Government Relations
3/16/83*

ELLIOTT, William
512-28-8698

4615 Winnetka Circle
Woodland Hills, CA 91364

Sr. Vice President &
General Counsel
5/10/77*

FERGUSON, David
029-14-5449

805 Paseo Del Mar
Palos Verdes Est. CA 90275

Group Vice President
Electronics Systems Group
3/1/82*

GASICH, Welko
549-26-1454

3517 Caribeth Drive
Encino, CA 91436

Executive Vice President
Program Management
5/15/85*

GATES, C. Robert
051-24-3254

1664 Michael Lane
Pacific Palisades, CA 90272

Sr. Vice President
International
4/4/86*

* Date of Election

ELECTED CORPORATE OFFICERS

Page 2

KRESA, Kent 130-24-0118	1100 Maybrook Drive Beverly Hills, CA 90210	Sr. Vice President Technology Development and Planning 3/19/86*
McGAGH, William 021-20-8276	2154 Century Hill Los Angeles, CA 90067	Sr. Vice President Finance 11/1/80*
RICHARDSON, J. 206-20-2738	13122 St. Thomas Drive Santa Ana, CA 92705	Sr. Vice President Human Resources 3/19/86*
SOLBERG, W. C. 354-22-6525	1017 Wisconsin Avenue Oak Park, IL 60304	Sr. Vice President Operations 6/1/86*
CAMPBELL, John 502-05-4926	19874 Merridy Street Chatsworth, CA 91311	Vice President & Controller 8/21/72*
DALY, Les 555-54-7667	808 Glenmont Los Angeles, CA 90024	Vice President Public Affairs 5/20/81*
GIBBONS, Sheila 128-22-5613	200 S. Crescent Drive Beverly Hills, CA 90212	Vice President & Secretary 5/18/83*
GALLAGHER, Joseph 537-42-3215	9 Ginger Root Lane Rancho P.V., CA 90274	Vice President & General Manager Aircraft Division 3/16/83*
HAUSER, Gene W. 564-48-5439	26711 Honey Creek Rancho P.V., CA 90274	Vice President & General Mgr. Electronics Division 3/1/82*
JAMES, L. Bruce 561-52-5807	3450 Ridgford Drive Westlake Village, CA 91360	Vice President & General Manager, Ventura Division 3/1/82*
JENKINS, J. W. 214-20-0985	812 Aster Boulevard Rockville, MD 20850	V.P. and President Northrop Services, Inc. 4/1/84*
LOHRER, R. B. 023-26-0507	1609 Chelsea Road P.V. Estates, CA 90274	Treasurer 8/15/77*

* Date of Election

ELECTED CORPORATE OFFICERS

Page 3

MANZELLA, F. J. 072-22-6601	27916 Ridgecove Court Rancho P.V., CA 90274	Vice President & General Mgr., Aircraft Services 5/16/79*
MOORE, J. R. 126-10-8524	15980 Meadowcrest Rd. Sherman Oaks, CA 91403	Vice President & General Mgr., Electro-Mechanical 10/16/85*
OAXACA, Jaime 461-42-6639	6658 Locklenna Lane P.O. Pan., CA 92074	V.P. and President Wilcox Electric 4/1/84*
PATIERNO, John 136-26-2680	10271 Wesley Circle Huntington Beach, CA 92646	Vice President & General Manager, Advanced Systems 4/1/82*
SCHLENZIG, Robert 395-20-1824	5 Upper Pond Road Barrington, IL 60010	Vice President & General Defense Systems Division 6/1/86*
SHADDIX, Willis J. 449-40-7637	3009 Muse Circle Lawton, OK 73507	V.P., CEO & President Northrop Worldwide Aircraft Services, Inc. 4/1/86*
YAMRON, Joseph 156-18-6564	Ledge Rock Road Concord, MA 01742	V.P. & General Manager Precision Products Div. 1/3/77*

* Date of Election

PARTIAL LISTING OF APPOINTED OFFICERS

GROTHER, Robert N. 546-66-5973	15501 Frair Street Van Nuys, CA 91411	Assistant Treasurer
SCANLAN, Kathleen 563-96-3279	2258 S. Beverly Glenn #1 Los Angeles, CA 90064	Assistant Secretary
STRANG, James P. 266-62-6958	2627 - 29th Street Santa Monica, CA 90405	Assistant Treasurer
NADEAU, R. C. 006-26-5800	4785 St. Andrews Ave. Buena Park, CA 90621	Assistant Treasurer
WAUGH, JR., R.B. 171-36-2576	8 Cinch Road Bell Canyon Canoga Park, CA 91307	Vice President-Taxes and Business Analysis Assistant Treasurer

**NORTHROP CORPORATION
TAX RETURN STATEMENT**

Please be advised that on May 20, 1985 Northrop Corporation, a California Corporation qualified to do business in Florida, was merged into the newly created NOC(Delaware) Corporation, a Delaware Corporation also qualified to do business in Florida. The surviving corporation's name was simultaneously changed from NOC(Delaware) Corporation to Northrop Corporation. This merger qualifies under the meaning of Internal Revenue Code Section 368(a)(1)(F) and constitutes a mere change of place of incorporation. All of the outstanding shares of Northrop Corporation (old corporation) were transferred to the surviving corporation. The surviving corporation's preferred and common stock has been designated \$1.00 per share par value.

sttx128.

NORTHROP

July 20
Northrop Corporation
Tallahassee, Florida
June 16, 1986

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Northrop Corporation
Fed.E.I.#95-1055798

Gentlemen:

Enclosed is an executed Corporation Annual Report for 1986 and a check in the amount of \$20.00 in payment of Filing Fee thereon.

Very truly yours,

NORTHROP CORPORATION



K. E. O'Halloran
Corporate Tax Manager
State and Local

KEO:hc
Enclosures
sttx112.

RECEIVED
1986 JUN 19 PM 2:09

State of Delaware



FILED

JAN 27 11 56 AM '07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of Secretary of State

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the State of Delaware at Tallahassee, Florida, this 27th day of January, 1907.

SECRETARY OF STATE

AND I hereby certify that the foregoing is a true and correct copy of the original as the same appears in the files of the Secretary of State of the State of Delaware.



Michael Harkins

 Michael Harkins, Secretary of State

AUTHENTICATION: 11774110
 DATE: JAN 27 1907

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MARKS BROS. HOLDING COMPANY

INTO

MARKS BROS. JEWELERS, INC.

(Pursuant to Section 253 of the General
Corporation Law of Delaware)

MARKS BROS. HOLDING COMPANY, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the 28th day of August, 1986, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of Marks Bros. Jewelers, Inc., a corporation incorporated on the 20th day of November, 1947, pursuant to the General Corporation Law of the State of Delaware ("MBJ").

THIRD: That the directors of the Corporation, by the following resolutions of its Board of Directors, adopted by the unanimous written consent of its members, on the 22nd day of December, 1986, determined to merge the Corporation into MBJ on the conditions set forth in such resolutions.

RESOLVED, that the Corporation shall merge, and it hereby does merge, itself into MBJ, which assumes all of the obligations and liabilities of the Corporation;

FURTHER RESOLVED, that the terms and conditions of such merger of the Corporation into MBJ are as follows: on the effective date of the merger of the Corporation into MBJ, each share of common stock of the Corporation, \$1.00 par value, outstanding prior to December 30, 1986 shall be converted into one share of common stock of MBJ, \$1.00 par value;

FURTHER RESOLVED, that the proposed merger of the Corporation into MBJ shall be and hereby is, submitted to the stockholders of the Corporation for their approval by written consent; and upon the execution of such consent by the holders of at least a majority of the outstanding stock of the Corporation entitled to vote, such merger shall be approved;

FURTHER RESOLVED, that either Co-Chairman, the President or either Executive Vice President and the Secretary or Assistant Secretary of the Corporation be and they hereby are directed to make, execute and acknowledge under the corporate seal of the Corporation, as of the date of adoption thereof, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the Corporation into MBJ, and the assumption of the Corporation's liabilities and obligations by MBJ, to cause the same to be filed with the Secretary of State of Delaware and a certified copy thereof recorded in the Office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect such merger;

FURTHER RESOLVED, that such merger shall become effective on December 30, 1986.

FOURTH: That such merger has been approved by the holders of at least a majority of the shares of outstanding capital stock entitled to vote thereon of the Corporation by their execution of a written consent.

FIFTH: (a) The total number of shares of capital stock which the Corporation has authority to issue is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common Stock	90,000	\$1.00

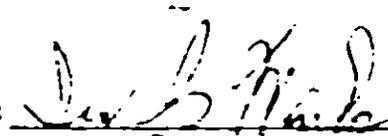
(b) The total number of shares of stock which MBO has authority to issue is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common Stock	90,000	\$1.00

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Ira C. Marks, its President, and attested by James G. Marks, its Secretary, this 22nd day of December, 1986.

MARKS BROS. HOLDING COMPANY

By:

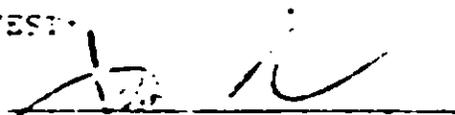


President

CORPORATE SEAL

ATTEST:

By:



Secretary

P06109

ARTICLES OF MERGER

DSD INTERNATIONAL DISC, INC.
(A California corporation not qualified)

-----merging into-----

NORTHROP CORPORATION

Surviving charter number: P06109

Filing date: January 27, 1987

CERTIFICATE OF OWNERSHIP AND MERGER

OF

DSD INTERNATIONAL DISC, INC.

INTO

NORTHROP CORPORATION

The undersigned, Northrop Corporation, DOES HEREBY
CERTIFY:

FIRST: That the name and state of incorporation of
each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Northrop Corporation	Delaware
DSD International DISC, Inc.	California

SECOND: That Northrop Corporation owns 100% of the
outstanding shares of stock of DSD International DISC, Inc.

THIRD: That at a duly called and noticed meeting of
the Board of Directors of Northrop Corporation held on December
18, 1985, at which a quorum was present and acting throughout,
Northrop Corporation merged DSD International DISC, Inc. into
itself pursuant to Section 253 of the General Corporation Law of
the State of Delaware by adopting the following resolution:

RESOLVED, that pursuant to Section 253 of the General Corporation Law of the State of Delaware this Corporation hereby merges into itself and assumes all of the obligations of DSD International DISC, Inc., a California corporation of which this Corporation owns 100% of the outstanding stock; and,

RESOLVED, that the officers of this Corporation, and each of them, be and they hereby are authorized and directed to take such action as they deem necessary or advisable to carry out the intent of the foregoing resolution.

FOURTH: That the merger shall become effective upon the filing of this Certificate with the Secretary of State of the State of Delaware.

Dated: December 18, 1965

NORTHOPE CORPORATION

By Sheila M. Gibbons
Sheila M. Gibbons
Vice President

ATTEST:

By Kathleen M. Scanlan
Kathleen M. Scanlan
Assistant Secretary

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1, 1987

CORPORATION
ANNUAL REPORT
1987



STATE OF CALIFORNIA
DEPARTMENT OF INDUSTRIAL RELATIONS
DIVISION OF LABOR RELATIONS
SAN FRANCISCO, CALIFORNIA

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$25 Required - Make Checks Payable To: Secretary of State

006109
NORTHROP CORPORATION
1840 CENTURY PARK EAST
LOS ANGELES, CA 90067-1578

3

05/20/1988

95-1055/98

06/20/1988

JONES, THOMAS V.	C/D	1840 CENTURY PARK EAST	LOS ANGELES, CA
LYNCH, FRANK W.	P	1840 CENTURY PARK EAST	LOS ANGELES, CA
Kresa, Kent	P	1840 Century Park East	Los Angeles, CA
MCCAGH, WILLIAM	V	1840 CENTURY PARK EAST	LOS ANGELES, CA
JORGENSEN, EARLE	D	1840 CENTURY PARK EAST	LOS ANGELES, CA
GIBBONS, SHEILA	S/VP	1840 CENTURY PARK EAST	LOS ANGELES, CA
Scanlan, Kathleen M.	ASST. S.	1840 Century Park East	Los Angeles, CA
BALLHAUS, WILLIAM	D	1840 CENTURY PARK EAST	LOS ANGELES, CA
Lynch, Frank W.	V.CH/D	1840 Century Park East	Los Angeles, CA

REGISTERED AGENT INFORMATION

C T CORPORATION SYSTEM
8751 WEST BROWARD BOULEVARD
PLANTATION, FL 33324

FL

I, the undersigned, the principal officer of the corporation named herein, do hereby certify that the above named corporation is a corporation organized under the laws of the State of California and that this statement is true and correct as of the date hereof. I further certify that the above named corporation is a corporation organized under the laws of the State of California and that this statement is true and correct as of the date hereof. Such change as authorized by resolution of the board of directors of the corporation, and as set forth in the attached statement of changes, is hereby accepted and approved by me as principal officer of the corporation named herein.

SIGNATURE _____ DATE _____
Registered Agent Accepting Appointment

\$3 Additional Fee required for Registered Agent changes.

10 IMPORTANT - THIS IS MOST IMPORTANT!
Has this corporation amended its articles of incorporation or its bylaws in the authorized number of states since the last filing of this report?
YES NO

11 I Certify That: Am An Officer of the Corporation or the Member of the Board of Directors of the Corporation as of the Date of this Report as Required by the Statutes of the State of California. I Further Certify That: I understand My Signature on This Report Shall be a True and Correct Statement of the Facts as of the Date Hereof. (Officer signing must be listed in Block 6.)

Signature
Kathleen Scanlan
Typed Name of Signing Officer
K. M. Scanlan

Assistant Secretary
(213) 553-6262

13 Should you desire a certificate of status check the box

CERTIFICATE OF STATUS DESIRED

\$5 Additional Fee - required for a

NORTHROP

17 February 1987

Division of Corporations
Annual Reports
Caller Service #1500
Tallahassee, Florida 32302-1500

Re: Northrop Corporation/Florida Annual Report

Dear Sirs:

Please find enclosed the executed 1987 Annual Report for the above referenced corporation and our check no. 51860 in the sum of \$25.00 to cover the filing fee.

Proceed with processing this report and if you have any questions or problems with this filing, please contact the undersigned at (213) 201-3429. Thank you.

Sincerely,



E. TERRIE ROE
Legal Assistant

ETR/11f
Enclosures

cc: S. M. Gibbons
K. O'Halloran

P 0 6 1 0 9

MERGER - A FOREIGN CORPORATION NOT QUALIFIED
IN FLORIDA, INTO A FOREIGN CORPORATION

NORTHROP HUENLME CORPORATION, a California corporation not qualified in Florida

-----merging into-----

NORTHROP CORPORATION, a Delaware corporation

Surviving Document Number: P06109

File Date: April 17, 1987



C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
800 SOUTH FIGUEROA STREET, SUITE 1000 LOS ANGELES CAL 90017 • (213) 827-8252

March 26, 1987

RE: NORTHROP CORPORATION (DE Domestic) *MS*
Merging: NORTHROP HUENEME CORPORATION (CA Domestic)

COUNSEL: Sheila M. Gibbons, Atty.
Northrop Corporation
1840 Century Park East
Los Angeles, CA 90067

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation, which is authorized to do business in your state,

certification in order to file evidence of merger.

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office.

44/137
Please Call Our
Toll Free Number
1-800-421-8595
MAS/tc
Encls.

C T CORPORATION SYSTEM
FEE DUE

Very truly yours,

C T CORPORATION SYSTEM
Mark A. Shelton
Mark A. Shelton
Service Representative

SPECIAL INSTRUCTIONS: Upon filing, please endorse the copy of this letter and return to the undersigned in the attached self-addressed stamped envelope as immediate evidence.

MAR 17 9 00 AM '87
FILE

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF NORTHPOLE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING NORTHPOLE HORNHOLE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF FEBRUARY, A.D. 1987, AT 10:00 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

1 1 1 1 1 1 1 1 1 1



727083092

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 111 19370
DATE: 03. 24. 1987

CERTIFICATE OF OWNERSHIP AND MERGER

OF

NORTHROP HUENEME CORPORATION

INTO

NORTHROP CORPORATION

The undersigned, Northrop Corporation, DOES HEREBY
CERTIFY:

FIRST: That the name and state of incorporation of each
of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Northrop Corporation	Delaware
Northrop Hueneme Corporation	California

SECOND: That Northrop Corporation owns 100% of the
outstanding shares of stock of Northrop Hueneme Corporation.

THIRD: That at a duly called and noticed meeting of
the Board of Directors of Northrop Corporation held on January 21,
1987, at which a quorum was present and acting throughout Northrop
Corporation merged Northrop Hueneme Corporation into itself
pursuant to Section 253 of the General Corporation Law of the
State of Delaware by adopting the following resolution:

RESOLVED, that this corporation merge
Northrop Hueneme Corporation, its wholly owned
subsidiary corporation, into itself and assume
all of its obligations pursuant to Section 253
of the Delaware Corporation Law.

FOURTH: That the merger shall become effective upon the filing of this Certificate with the Secretary of State of the State of Delaware.

DATED: February 9, 1987.

NORTHROP CORPORATION

By: Sheila M. Gibbons
Sheila M. Gibbons,
Vice President

ATTEST:

By: Kathleen M. Scanlan
Kathleen M. Scanlan,
Assistant Secretary

P06109

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
800 SOUTH FIGUEROA STREET SUITE 1000 LOS ANGELES CAL 90017 • (213) 627-8252

May 20, 1987

RE: NORTHROP CORPORATION (DEL DOM)

COUNSEL: Kathleen M. Scanlan, Atty.
Northrop Corporation
1810 Century Park East
Los Angeles, CA 90067

AMENDMENT
=====

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation, which is authorized to do business in your state, evidence of Amendment Adding a Director's Liability Clause (in duplicate).

6-18-87
6-24-87
Please Call Our Toll Free Number 1-800-421-8585
DAY/aul

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office.

SEARCHED _____
INDEXED _____
SERIALIZED _____
FILED _____

Very truly yours,

C T CORPORATION SYSTEM

Diana A. Yarboi
Service Representative

Encls.

SPECIAL INSTRUCTIONS:

Please file as soon as possible stamping the duplicate copy of the filed document with the filing date and returning it directly to the attention of the undersigned in the self-addressed stamped envelope provided. Thank you.

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF NORTHROP CORPORATION FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MAY, A.D. 1987 AT 1:00:00 P.M.

SECRETARY OF STATE



837141054

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

DATE:

1126883

05/23/1987

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NORTHROP CORPORATION

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

Northrop Corporation (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting on February 18, 1987, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors adopted resolutions proposing and declaring that the Certificate of Incorporation of the Corporation be amended by adding a new Article NINETEENTH to read in its entirety as follows:

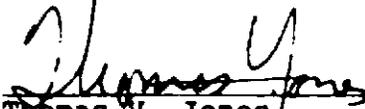
NINETEENTH: A director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or to its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derives any improper personal benefit. If, after approval of this Article by the stockholders of the Corporation, the General Corporation Law of the State of Delaware is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

Any repeal or modification of this Article by the stockholders of the Corporation as provided in Article Seventeen hereof shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

SECOND: That the holders of a majority of the issued and outstanding Common Stock of the Corporation voted in favor of the aforesaid amendment at the Annual Meeting of Stockholders of the Corporation held on the 20th day of May, 1987, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Northrop Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by its Secretary on this 20th day of May, 1987.

NORTHROP CORPORATION

By 
Thomas V. Jones
Chairman of the Board of Directors
and Chief Executive Officer

[SEAL]

ATTEST:


Sheila M. Gibbons
Secretary

FILE NOW, OR THIS CORPORATION WILL BE DISSOLVED ON NOVEMBER 4, 1988!

CORPORATION

ANNUAL REPORT

1988



Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$25 Required - Make Checks Payable To: Secretary of State

P06109 3
NORTHROP CORPORATION
1840 CENTURY PARK EAST
LOS ANGELES, CA 90067-1578

AB already on file 7-28-88

05/20/1985

95-1055798

03/17/1987

JONES, THOMAS V.	C/D	1840 CENTURY PARK EAST	LOS ANGELES, CA
KRESA, KENT	P/D	1840 CENTURY PARK EAST	LOS ANGELES, CA
CAMPBELL JOHN B WILSON, MICHAEL	V	1840 CENTURY PARK EAST	LOS ANGELES, CA
JORGENSEN, EARLE	D	1840 CENTURY PARK EAST	LOS ANGELES, CA
GIBBONS, SHEILA	S/V/P	1840 CENTURY PARK EAST	LOS ANGELES, CA
BALLHAUS, WILLIAM	D	1840 CENTURY PARK EAST	LOS ANGELES, CA

REGISTERED AGENT INFORMATION

C T CORPORATION SYSTEM
8751 WEST BROWARD BOULEVARD
PLANTATION, FL 33324

FL.

Sheila M. Gibbons

Sheila M. Gibbons

Vice President & Secretary

8/12/88

(213) 201-3215

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST.

DO NOT WRITE IN THESE SPACES

**CORPORATION
ANNUAL REPORT
1988**



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office

P06109
**NORTHROP CORPORATION
1840 CENTURY PARK EAST
LOS ANGELES, CA 90067**

2. Enter Change of Address of Corporation Principal Office, P.O. Box Number, Address, City and State

Street Address 21

P.O. Box No. 22

City and State 23

Zip Code 24

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code

3. Date Incorporated or Qualified To Do Business in Florida

05/20/1985

4. Federal Employer Identification Number (FEIN)

95-1055798

5. Date of Last Report

03/17/1987

6. Names and Street Addresses of Each Officer and Director as of December 31, 1987

Name of Officers and Directors	Title	Street Address (If not the same as Principal Office, list Office Address)	City and State
JONES, THOMAS V.	C/D	1840 CENTURY PARK EAST	LOS ANGELES, CA
KREBA, KEIT	R. P/D	1840 CENTURY PARK EAST	LOS ANGELES, CA
MCGAGH, WILLIAM	V	1840 CENTURY PARK EAST	LOS ANGELES, CA
JORGENSEN, EARLE	D	1840 CENTURY PARK EAST	LOS ANGELES, CA
GIBBONS, SHEILA	9/P/P S/V	1840 CENTURY PARK EAST	LOS ANGELES, CA
BALLHAUS, WILLIAM	D	1840 CENTURY PARK EAST	LOS ANGELES, CA

[Redacted Name]

7. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
8751 WEST BROWARD BOULEVARD
PLANTATION, FL 33324**

8. Name and Address of the Registered Agent

Street Address (If not use P.O. Box Number) 25

City and State 26

Zip Code 27
FL

9. Pursuant to the provisions of Sections 807.004 and 807.007, Florida Statutes, the above named corporation incorporated in the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by resolution duly adopted by its board of directors or I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of Section 807.005, F.S.

SIGNATURE _____
(Registered Agent, President or Representative)

10. If a foreign corporation, date first transacted business in Florida

11. I certify that I am an Officer or Director of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 807 F.S. I further certify that I understand my Signature On This Report Shall Have the Same Legal Effect As if Made Under Oath. (Officer or Director Name must be listed in Block 6.)

Signature _____
Typed Name of Signing Officer or Director
R. B. Hays, Jr.

Title _____
V.P. - Taxes & Business Analysis (213) 201-3388

Date
June 19, 1988

12. Should you desire a certificate of status from the State

VERIFY STATE OF STATUS DESIRED

PART OF 1-88

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST

CORPORATION
ANNUAL REPORT
1989



Filing Fee of \$35 Required - Make Checks Payable To Secretary of State

ZIP - 4

P06109 3
NORTHROP CORPORATION
1840 CENTURY PARK EAST
LOS ANGELES, CA 90067-2101

05/20/1985

95-1055798

07/28/1989

C/D	JONES, THOMAS V.	1840 CENTURY PARK EAST	LOS ANGELES, CA
P/D	KRESSA, KENT	1840 CENTURY PARK EAST	LOS ANGELES, CA
V	NEBRICH, WILBERT Campbell, John B.	1840 CENTURY PARK EAST	LOS ANGELES, CA
D	JORGENSEN, EARLE	1840 CENTURY PARK EAST	LOS ANGELES, CA
S/V	GIBBONS, SHEILA	1840 CENTURY PARK EAST	LOS ANGELES, CA
D	BALLHAUS, WILLIAM	1840 CENTURY PARK EAST	LOS ANGELES, CA

REGISTERED AGENT INFORMATION

C T CORPORATION SYSTEM
8751 WEST BROWARD BOULEVARD
PLANTATION, FL 33324

FL

5/20/85

Sheila M. Gibbons
Sheila M. Gibbons

Vice President & Secretary

2/16/89
(213) 201-3215

FILE NOW! THIS ANNUAL REPORT WILL BE DELINQUENT AFTER JULY 1ST

CORPORATION
35-90-31104
ANNUAL REPORT
1990



FLORIDA DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

RECEIVED
MAY 20 1990
CORPORATIONS

Filing Fee of \$35 Required - Make Checks Payable To Secretary of State

Name and Address of Corporation Principal Office
**NORTHROP CORPORATION
1840 CENTURY PARK EAST
LOS ANGELES, CA 90067-2101**

P06109 3
ZIP + 4 PRESORT

1. Mailing Address - If different from above, give full address
2. Name of State of Incorporation

3. Date of Incorporation in Florida **05/20/1985** 4. File Number **95-1055798**

5. Names and Street Addresses of all Officers and Directors

Officer	Name of Officer	Street Address	City and State
C/D	JONES, THOMAS V.	1840 CENTURY PARK EAST	LOS ANGELES, CA
P/D	KRESA, KENT	1840 CENTURY PARK EAST	LOS ANGELES, CA
V	CAMPBELL, JOHN B.	1840 CENTURY PARK EAST	LOS ANGELES, CA
D	JORGENSEN, EARLE	1840 CENTURY PARK EAST	LOS ANGELES, CA
S/V	GIBBONS, SHEILA	1840 CENTURY PARK EAST	LOS ANGELES, CA
D	BALLHAUS, WILLIAM	1840 CENTURY PARK EAST	LOS ANGELES, CA

REGISTERED AGENT INFORMATION

Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
8751 WEST BROADWAY BOULEVARD
PLANTATION, FL 33324**

6. Signature of Registered Agent
7. Signature of Secretary or Treasurer

SIGNATURE _____

8. Name and Title of Signer

Sheila M. Gibbons
Sheila M. Gibbons Vice President & Secretary
Date: **2/17/90**
Phone: **(213) 553-6262**

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION
ANNUAL REPORT
1991



FLORIDA DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

FILING FEE OF \$61.25 REQUIRED

1. Name and Mailing Address of Corporation: **DOCUMENT # P06109 (3)**
ZIP + 4 PRESORT

**NORTHROP CORPORATION
1840 CENTURY PARK EAST
LOS ANGELES, CA 90067-2101**

If above address is incorrect, you will receive the mail at your own risk.

3. Date incorporated or qualified in the State of Florida: **05/20/1985**
4. FE Number: **95-1055798**

\$61.25

5. Title	6. Name of Officer or Director	7. Street Address	8. City and State
1. B/D	JONES, THOMAS V.	1840 CENTURY PARK EAST	LOS ANGELES, CA
2. R/D	KRESA, KENT	1840 CENTURY PARK EAST	LOS ANGELES, CA
3. P/C/D	CAMPBELL, JOHN B.	1840 CENTURY PARK EAST	LOS ANGELES, CA
4. V	TAYLOR, RICHARD S.	1840 CENTURY PARK EAST	LOS ANGELES, CA
5. D	JORGENSEN, EARLE	1840 CENTURY PARK EAST	LOS ANGELES, CA
6. S/V	HORNER, RICHARD E.	1840 CENTURY PARK EAST	LOS ANGELES, CA
7. D	GIBBONS, SHEILA	1840 CENTURY PARK EAST	LOS ANGELES, CA
8. D	BALLHAUS, WILLIAM	1840 CENTURY PARK EAST	LOS ANGELES, CA

REGISTERED AGENT INFORMATION

9. Name and Address of Current Registered Agent:
**C T CORPORATION SYSTEM
8751 WEST BROWARD BOULEVARD
PLANTATION, FL 33324**

FL.

SIGNATURE

SIGNATURE

R. B. Maugh, Jr.

V.P.-Taxes

213

201-3024

FILING FEE OF \$61.25 REQUIRED -- Make Checks Payable To: Secretary of State

\$61.25

NORTHROP CORPORATION
BOARD OF DIRECTORS

Kent Kresa
Chairman
9/19/90*

William F. Ballhaus
2/19/75*
Howard P. Allen
5/15/85*
Richard J. Flanson, III
2/27/76*
Richard E. Horner
1/19/77*
Tom Killefer
1/20/82*
William F. Schmied
5/16/90*
Thomas V. Jones
9/19/90
John T. Chain, Jr.
May 15, 1991*

Joseph A. Califano, Jr.
May 15, 1991*
Richard J. Stegemeier
2/21/90*
Charles W. Robinson
6/21/78*
O. Meredith Wilsonn
2/19/75*
G. T. Scharffenberger
5/20/81*
Robert L. J. Long
1/18/84*
Fred J. Manzella
9/19/89*
Jack Edwards
May 15, 1991*

ELECTED CORPORATE OFFICERS

KRESA, Kent
130-24-0118

President & Chief
Executive Officer
2/18/87*

BOILEAU, Oliver
151-14-6421

Corporate VP. President &
General Manager B-2 Division
11/15/89*

DALY, Les
555-54-7667

Sr. Vice President
Public Affairs
12/20/87*

DAUER, Arthur F.
570-48-6454

Sr. Vice President
Human Resources
12-20-89*

GIBBONS, Sheila
128-22-5613

Vice President &
Secretary
5/18/83*

GIBBS, Nelson F.
084-28-5216

Vice President &
Controller
4/29/91*

* Date of Election

ELECTED CORPORATE OFFICERS

Page 2

NORTHROP CORPORATION

MANZELLA, F. J. 072-22-6601	Executive Vice President Operations 9/19/89*
MOLLEUR, Richard R. 034-22-8574	Sr. Vice President & General Counsel 1/17/91*
RETTBERG, John R. 552-42-5005	Vice President & Treasurer 6/17/87*
SMITH, S. R. 563-34-0026	Vice President & General Manager, Aircraft Div. 9/8/88*
SOLBERG, W. C. 354-22-6525	Vice President & General Manager Electronics Systems Division 12/12/90*
TAYLOR, Richard S 557-40-6948	Sr. Vice President - Finance & CFO 4/21/91*
WEST, Jr. Togo D. 244-62-4925	Sr. Vice President Government Relations 8/15/90*

PARTIAL LISTING OF APPOINTED OFFICERS

BASKETT, Fritz 566-68-6889	Assistant Secretary
SALMAS, Kathleen 563-96-3279	Assistant Secretary
SANFORD, James L. 075-36-8621	Assistant Treasurer
WAUGH, JR. Richard 171-36-2576	V.P. - Taxes, Risk Management & Business Analysis

* Date of Election

NOTE: All officers, assistant officers and directors use the Northrop
Corporate address:

1840 Century Park East
Los Angeles, CA 90067

NORTHROP

Northrop Corporation

227 Northrop Building

Tallahassee, Florida

32399-0100

June 25, 1991

Division of Corporations
Annual Reporting
Caller Service #1500
Tallahassee, Florida 32399-0100

Re: Northrop Corporation
F.E.I.N. 95-1055798

Gentlemen:

Enclosed please find Northrop Corporation's 1991 Annual Report along with our check in the amount of \$61.25 in payment of the fee thereon.

Very truly yours,

NORTHROP CORPORATION


H. R. Simon
Manager-Property and
Sales & Use Tax

KEO:el
Enclosures
sttx436.



File Now Filing Fee after May 1 is \$275.00

CORPORATION
ANNUAL REPORT
1993



Florida Department of State
Division of Corporations
2000 Bank Center
Tallahassee, Florida 32399-0001

1. Name and Mailing Address of Corporation DOCUMENT # P06109 (3)

NORTHROP CORPORATION
1840 CENTURY PARK E
LOS ANGELES CA 90067

3. Date of Report 05/20/1985 03/18/1992

4. Filing Fee 951055798

5. State of Incorporation **\$8.75**
6. Additional Filing Fee **\$5.00** May Be Added to Filing Fee
7. Supplemental Fee **\$138.75** Supplemental Fee Not Required
8. X

FILING FEE \$200.00		ANNUAL REPORT \$51.25 + \$138.75 CORPORATION SUPPLEMENTAL FEE	
MAKE CHECK PAYABLE TO DEPARTMENT OF STATE			
2. Mailing Address		2a. Principal Office	
21	State, Apt. #, etc.	26	City & State
22	City & State	27	City & State
23	City & State	28	City & State
24	City & State	29	City & State
25	City & State	30	City & State

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81
82
83
84
85
86
FL

11. For each of the officers and directors of the corporation, the name, address, and position of each officer and director, and the name and address of each shareholder owning or holding of record one percent (1%) or more of the total number of shares of any class of the corporation.

12. OFFICERS AND DIRECTORS		13.
NAME	D JONES, THOMAS Y. 1840 CENTURY PARK EAST LOS ANGELES CA	
NAME	P/C/D KRESA, KENT 1840 CENTURY PARK EAST LOS ANGELES CA	
NAME	V TAYLOR, RICHARD, S 1840 CENTURY PARK EAST LOS ANGELES CA	
NAME	D HORNOR, RICHARD, E 1840 CENTURY PARK EAST LOS ANGELES CA	
NAME	S/V GIBBONS, SHEILA 1840 CENTURY PARK EAST LOS ANGELES CA	
NAME	D BALLHAUS, WILLIAM 1840 CENTURY PARK EAST LOS ANGELES CA	

14. Report that the corporation is subject to the annual report of a corporation as defined in the Florida Statutes, and that the corporation is not subject to the annual report of a corporation as defined in the Florida Statutes.

SIGNATURE *Sheila M. Gibbons*
Name of Signer
Sheila M. Gibbons
Title
Vice President & Corp. Secy

: ' :

OFFICERS AND DIRECTORS

OFFICERS

P/C/D

**Kent Kresa
1840 Century Park East
Los Angeles, CA 90067**

V

**Oliver C. Boileau, Jr.
1840 Century Park East
Los Angeles, CA 90067**

V/D

**Arthur F. Dauer
1840 Century Park East
Los Angeles, CA 90067**

V

**Marvin Elkin
1840 Century Park East
Los Angeles, CA 90067**

S/V

**Sheila M. Gibbons
1840 Century Park East
Los Angeles, CA 90067**

V

**Nelson F. Gibbs
1840 Century Park East
Los Angeles, CA 90067**

V

**Charles L. Jones
1840 Century Park East
Los Angeles, CA 90067**

V
Richard R. Molleur
1840 Century Park East
Los Angeles, CA 90067

T/V
John R. Rettberg
1840 Century Park East
Los Angeles, CA 90067

V
James G. Roche
1840 Century Park East
Los Angeles, CA 90067

V/D
Wallace C. Solberg
1840 Century Park East
Los Angeles, CA 90067

V
Richard B. Waugh, Jr.
1840 Century Park East
Los Angeles, CA 90067

V
Max T. Weiss
1840 Century Park East
Los Angeles, CA 90067

V
Togo D. West, Jr.
1840 Century Park East
Los Angeles, CA 90067

Directors

D
Jack R. Borsting
1840 Century Park East
Los Angeles, CA 90067

D
Joseph A. Califano, Jr.
1840 Century Park East
Los Angeles, CA 90067

D
John T. Chain, Jr.
1840 Century Park East
Los Angeles, CA 90067

D
Jack Edwards
1840 Century Park East
Los Angeles, CA 90067

D
Richard E. Horner
1840 Century Park East
Los Angeles, CA 90067

D
Aulana L. Peters
1840 Century Park East
Los Angeles, CA 90067

D
Charles W. Robinson
1840 Century Park East
Los Angeles, CA 90067

D
Richard M. Rosenberg
1840 Century Park East
Los Angeles, CA 90067

D
George T. Scharffenberger
1840 Century Park East
Los Angeles, CA 90067

D
William F. Schmied
1840 Century Park East
Los Angeles, CA 90067

D
Richard J. Stegemeier
1840 Century Park East
Los Angeles, CA 90067

NORTHROP
March 4, 1993

V93-046

Northrop Corporation

1920 Northrop Avenue

Northrop, Florida 32302-1500

Telephone (310) 261-3429

(310) 261-3429

VIA CERTIFIED MAIL

Florida Department of State
Division of Corporations
Annual Reports
Caller Service #1500
Tallahassee, Florida 32302-1500

Re: **NORTHROP CORPORATION - FLORIDA QUALIFICATION**

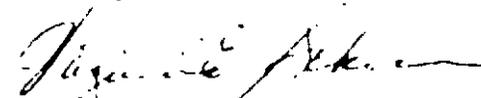
Dear Sir or Madam:

Enclosed are the executed Florida 1993 Annual Reports for the above-referenced corporation and our check #51302 in the amount of \$200.00 to cover the cost of filing.

Since there are major changes to our list of officers and directors, attached is a list incorporating the corrections. Please substitute this list for those currently printed in Block 12.

Please contact me if there are any problems or questions with regard to this report.

Sincerely,



Virginia E. Sekon
Legal Assistant

VES:smb
Enclosures

Document Number Only

PO6109

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, ste. 200

Address

Tallahassee, FL 32301 (904) 656-8298

City

State

Zip

Phone

1000012112611

-06/15/94--01000--006

*****35.00 *****35.00

CORPORATION(S) NAME

Northrup Corporation

Changed name to

Northrup Gramman Corporation

FILED
JUN 10 PM 3 14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Profit

NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

Fictitious Name

Certified Copy

Photo Copies

CUS / G/S

Call When Ready

Call If Problem

After 4:30

Walk In

Will Wait

Pick Up

Mail Out

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

3:00

6/10/94

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

file 1st



CT System

June 6, 1994

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: NORTROP GRUMMAN CORPORATION (Del. Domestic)
Formerly: Northrop Corporation
Filing Evidence of Name Change, Order # 129097

NORTROP CORPORATION (Nevada Domestic)
Name Registration, Order # 128792

Gentlemen:

The purpose of this letter is to briefly explain the filings contained herein.

- 1) Northrop Corporation, a Delaware corporation, filed a Certificate of Amendment in Delaware changing its corporate name to Northrop Grumman Corporation on May 18, 1994. To evidence the name change in your state, we are enclosing the appropriate form(s) and supporting document from the state of Delaware.
- 2) Northrop Grumman Corporation also wishes to protect its former corporate name and for that purpose we are enclosing an Application for Registration of Corporate name on behalf of Northrop Corporation (Nevada Domestic), a wholly owned subsidiary of Northrop Grumman Corporation.

We request that the evidence of amendment of the name change on behalf of the Delaware corporation be filed first and immediately after the registration of corporate name for the Nevada corporation.

If you have any questions or for any reasons these filings cannot be effected promptly, please call our office at our toll-free number: (800) 888-9207.

Very truly yours,


D. F. Hickey
Sr. Customer Specialist

Enclosures

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

FILED
1994 JUN 10 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. NORTROP CORPORATION
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: May 20, 1995

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?
May 18, 1994
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
NORTROP GEORGIAN CORPORATION
6. If the amendment changes the period of duration, indicate new period of duration.

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

Sheila M. Gibbons
Signature

May 12, 1994
Date

Sheila M. Gibbons
Typed or printed name

Secretary
Title

*State of Delaware**Office of the Secretary of State*

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NORTHROP CORPORATION", CHANGING ITS NAME FROM "NORTHROP CORPORATION" TO "NORTHROP GRUMMAN CORPORATION", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MAY, A.D. 1994, AT 3:30 O'CLOCK P.M.



William T. Quillen

William T. Quillen, Secretary of State

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

.....

Northrop Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation at a meeting duly held on March 25, 1994, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors propose the amendment of Article FIRST of the Certificate of Incorporation, said amendment to read in its entirety as follows:

"FIRST: the name of the corporation is Northrop Grumman Corporation (the "Corporation")."

SECOND: That said amendment has been approved by a vote of the stockholders entitled to vote thereon in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

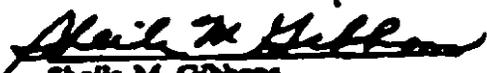
IN WITNESS WHEREOF, said Northrop Corporation has caused this Certificate to be signed by Kent Kruea, its Chairman, President and Chief Executive Officer and attested by Sheila M. Gibbons, its Corporate Vice President and Secretary, this 18th day of May, 1994.

By:


Kent Kruea
Chairman, President and
Chief Executive Officer

ATTEST:

By:


Sheila M. Gibbons
Vice President and Secretary

2

NORTHROP CORPORATION
BOARD OF DIRECTORS

Kent Kresa
Chairman &
CEO
5/18/94*

Wallace C. Solberg
5/17/95*
Oliver C. Boileau
5/15/96*
Richard M. Rosenberg
5/17/95*
William F. Schmied
5/15/96*
Jack B. Borsting
5/17/95*
John E. Robson
5/15/96*
John Brooks Slaughter
5/15/96*

Richard J. Stegimeier
5/17/95*
John T. Chain, Jr.
5/18/94*
Aulana L. Peters
5/17/95*
Jack Edwards
5/18/94*
Brent Scowcroft
5/18/94*
Barbara C. Jordan
5/15/96*

ELECTED CORPORATE OFFICERS

KRESA, Kent
130-24-0118

President & Chief
Executive Officer
5/18/94*

BOILEAU, Oliver
151-14-6421

Corp. VP, President
& General Manager
B-2 Division
5/18/94*

DAUER, Authur F.
570-48-6454

Corporate Vice President
Chief Human Resources
3/31/94*

ELKIN, Marv
568-44-2276

Corporate Vice President
Administration & Services
5/18/94*

GIBBS, Nelson F.
084-28-5216

Vice President & Controller
5/18/94*

GIBBONS, Sheila
128-22-5613

Vice President & Secretary
5/18/94*

* Date term expires

ELECTED CORPORATE OFFICERS

Page 2

JONES, Chuck L. 422-54-2944	Corporate Vice President Quality Operations 5/18/94*
MOLLEUR, Richard R. 034-22-8574	Corporate Vice President & General Counsel 5/18/94*
RETTBERG, John R. 552-42-5005	Vice President & Treasurer 5/18/94*
ROCHE, James G. 345-32-0771	Corporate Vice President Advanced Development & Planning 5/18/94*
SOLBERG, Wallace C. 354-22-6525	Vice President & General Manager Aircraft Division 5/18/94*
WAUGH, Jr. Richard B. 171-36-2576	Corporate Vice President & Chief Financial Officer 5/18/94*
HELM, Robert W. 399-54-8547	Corporate Vice President Government Relations 5/18/94*
WEISS, Max T. 051-18-0024	Vice President & General Manager Electronics Systems Division 5/18/94*

PARTIAL LISTING OF APPOINTED OFFICERS

ROTH, Alan M. 071-34-7318	Assistant Treasurer-Taxes **
SANFORD, James L. 075-36-8621	Assistant Treasurer **

NOTE: Business address for the above is: 1840 Century Park East,
Los Angeles, California 90067.

* Date term expires
**Date term expires is indefinite

offlist

NORTHROP

Northrop Corporation
1840 Century Park East
Los Angeles, California 90067
Telephone (213) 414-1000

April 6, 1994

Department of State
Annual Reports Section
Division of Corporations
P.O. Box 1500
Tallahassee, Florida 32302-1500

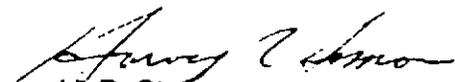
Re: Northrop Corporation
Federal I.D. # 95-1055798

Dear Sir/Madam:

Enclosed is the 1994 Florida Corporation Annual Report for the above mentioned corporation and a check for \$200.00 in payment of the fees due thereon.

Very truly yours,

NORTHROP CORPORATION



H. R. Simon
Manager - State and Local Taxes

Enclosures

s:\state\corresp\FL_ARPT.wk3

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1995



DOCUMENT # **P06109** (3)

NORTHROP GRUMMAN CORPORATION

APPROVED
7/10
8/10
9/10
10/10
11/10
12/10
1/10
2/10
3/10
4/10
5/10
6/10
7/10
8/10
9/10
10/10
11/10
12/10

1840 CENTURY PARK EAST
LOS ANGELES CA 90067-1578

1840 CENTURY PARK EAST
LOS ANGELES CA 90067-1578

05/20/1985 04/14/1994

95-1055798

\$8.75
\$5.00

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of new Registered Agent

FL 85

DVP
SOLBERG, WALLACE
1840 CENTURY PARK EAST
LOS ANGELES CA

PCD
KRESA, KENT
1840 CENTURY PARK EAST
LOS ANGELES CA

V
WAUGH, RICHARD B JR
1840 CENTURY PARK EAST
LOS ANGELES CA

DVP
BOILEAU, OLIVER C
1840 CENTURY PARK EAST
LOS ANGELES CA

SV
GIBBONS, SHEILA
1840 CENTURY PARK EAST
LOS ANGELES CA

D
ROSENBERG, RICHARD
1840 CENTURY PARK EAST
LOS ANGELES CA

V
ELKIN, MARVIN
1840 CENTURY PARK EAST
LOS ANGELES, CA

SIGNATURE: *Sheila Gibbons*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

SHEILA GIBBONS APRIL 25 1995 (310) 201-3024

NORTHROP GRUMMAN CORPORATION
95-1055798

PO 6109

BOARD OF DIRECTORS

Kent Kresa	Chairman, President, CEO	5/21/97 *
Jack R. Borsting		5/17/95
John T. Chain, Jr.		5/21/97
Jack Edwards		5/21/97
Barbara C. Jordan		5/15/96
Aulana L. Peters		5/17/95
John E. Robson		5/15/96
Richard M. Rosenberg		5/17/95
William F. Schmied		5/15/96
Brent Scowcroft		5/21/97
John Brooks Slaughter		5/15/96
Wallace C. Solberg		5/17/95
Richard J. Stegemeier		5/17/95

ELECTED CORPORATE OFFICERS

Kent Kresa	Chairman, President, and CEO	5/17/95 *
130-24-0118		
Ralph D. Crosby	Corporate V. P. and General Manager, B-2 Division	5/17/95
227-66-2091		
Marvin Elkin	Corporate V. P. and Chief Human Resources and	5/17/95
568-44-2276	Admin. Officer	
Sheila M. Gibbons	Corporate V. P. and Secretary	5/17/95
128-22-5613		
Nelson F. Gibbs	Corporate V. P. and Controller	5/17/95
084-28-5216		
John E. Harrison	Corporate V. P. and General Manager, Electronics	5/17/95
522-36-7545	and Systems Integration Division	
Robert W. Helm	Corporate V. P., Government Relations	5/17/95
399-54-8547		
Charles L. Jones	Corporate V. P., Quality Operations	5/17/95
422-54-2944		

P06/09

NORTHROP GRUMMAN CORPORATION
95-1055798

Richard R. Molleur 034-22-8574	Corporate V. P. and General Counsel	5/17/95
Al Myers 518-56-5553	Corporate V. P. and Treasurer	5/17/95
James G. Roche 345-32-0771	Corporate V. P. and Chief Advanced Development, Planning and Public Affairs Officer	5/17/95
Wallace C. Solberg 354-22-6525	Corporate V. P. and General Manager, Military Aircraft Division	5/17/95
Richard B. Waugh, Jr. 171-36-2576	Corporate V. P. and Chief Financial Officer	5/17/95
Max T. Weiss 051-18-0024	Corporate V. P. and Deputy General Manager, Electronics and Systems Integration Division	5/17/95
Gordon L. Williams 521-34-7209	Corporate V.P. and General Manager, Commercial Aircraft Division	5/17/95

PARTIAL LISTING OF APPOINTED OFFICERS

Alan M. Roth Assistant Treasurer - Taxes
071-34-7318 Corporate

James I. Sanford Assistant Treasurer
075-36-8621

* Date term expires.