

P03000010720

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01/30/03--01028--017 \*\*70.00

01/30/03--01028--018 \*\*8.75

FILED  
03 JAN 30 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*1/30/03*

RECEIVED  
03 JAN 30 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING:

GENERAL DYNAMICS WORLDWIDE HOLDINGS, INC., a Fla corp.  
P03000010720

INTO

**GENERAL DYNAMICS WORLDWIDE HOLDINGS, INC.** a Delaware entity not  
qualified in Florida

File date: January 30, 2003

Corporate Specialist: Annette Ramsey

**CT CORPORATION**

January 30, 2003

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

Re: Order #: 5776072 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

General Dynamics Worldwide Holdings, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

I also need a Certified Copy of this filing upon completion. Thanks!

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

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

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

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

# ARTICLES OF MERGER

(Profit Corporations)

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

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
General Dynamics Worldwide Holdings, Inc.	Delaware	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
General Dynamics Worldwide Holdings, Inc.	Florida	

**Third:** The Plan of Merger is attached.

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

**OR** 01 / 30 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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

The Plan of Merger was adopted by the shareholders of the surviving corporation on 01 / 28 / 03

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

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

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 01 / 28 / 03

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
JAN 30 PM 3:30  
TALLAHASSEE, FLORIDA  
03

[illegible]

# AGREEMENT AND PLAN OF MERGER

OF

GENERAL DYNAMICS WORLDWIDE HOLDINGS, INC.  
(a Delaware corporation)

and

GENERAL DYNAMICS WORLDWIDE HOLDINGS, INC.  
(a Florida corporation)

THIS AGREEMENT OF MERGER, dated as of Jan 23, 2003, (the "Agreement"), governs the merger of General Dynamics Worldwide Holdings, Inc., a Delaware corporation ("GDWH") and General Dynamics Worldwide Holdings, Inc., a Florida corporation ("GDWH FLORIDA"). GDWH and GDWH FLORIDA are sometimes referred to herein as the "Constituent Corporations".

## RECITALS

A. GDWH is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital stock of 1,000 shares, all of which are Common Shares having a par value \$1.00 per share ("GDWH Common Stock"). As of the date hereof, there are 1,000 shares of GDWH Common Stock issued and outstanding.

B. GDWH FLORIDA is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital stock of one (1) share, which is a Common Share having no par value of per share ("GDWH FLORIDA Common Stock"). As of the date hereof, there is one (1) share of GDWH FLORIDA Common Stock issued and outstanding.

C. GDWH and GDWH FLORIDA are sister corporations, each being a wholly-owned subsidiary of the same parent corporation.

D. The Boards of Directors and stockholders of the Constituent Corporations have determined that it is advisable and in the best interests of the Constituent Corporations and their respective stockholders, that GDWH FLORIDA merge with and into GDWH upon the terms and conditions herein provided.

E. The Boards of Directors of the Constituent Corporations have approved this Agreement and have directed that it be submitted to the stockholders of the Constituent Corporations for approval.

F. Section 252 of the General Corporation Law of the State of Delaware and Section 607.1107 of the Florida Business Corporation Act permits the merger of GDWH FLORIDA with and into GDWH, as described in this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Constituent Corporations hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

## ARTICLE 1

### MERGER

1.1 MERGER. In accordance with the provisions of this Agreement, the General Corporation Law of the State of Delaware and the Florida Business Corporation Act, GDWH FLORIDA shall be merged with and into GDWH (the "Merger"), the separate existence of GDWH FLORIDA shall cease and GDWH shall survive the Merger and shall continue to be governed by the laws of the State of Delaware. GDWH shall be, and is herein sometimes referred to as, the "Surviving Corporation". The name of the Surviving Corporation shall be General Dynamics Worldwide Holdings, Inc.

1.2 FILING AND EFFECTIVENESS. Except as otherwise provided herein, the Merger shall become effective when the following actions shall have been completed:

(a) The Agreement shall have been adopted and approved by the Boards of Directors and the stockholders of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware, and the applicable Sections of the Florida Business Corporation Act.

(b) All of the conditions precedent to the consummation of the Merger shall have been satisfied or duly waived by the party entitled to satisfaction thereof.

(c) The Certificate of Merger meeting the requirements of Section 252 of the General Corporation Law of the State of Delaware shall have been filed with the Delaware Secretary of State, and Articles of Merger pursuant to Section 607.1109 of the Florida Business Corporation Act shall have been filed with the Florida Secretary of State. The effective date of the Merger shall be the date specified in the duly executed Certificate of Merger filed with the Delaware Secretary of State (the "Effective Date").

1.3 EFFECT OF THE MERGER. On the Effective Date, the separate existence of GDWH FLORIDA shall cease and GDWH, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date, (ii) shall assume, accept, adopt, ratify and confirm, as if taken by the Surviving Corporation, and thereby shall become subject to, all actions previously taken by its and GDWH FLORIDA's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of GDWH FLORIDA in the manner more fully set forth in the applicable provisions of Delaware law, (iv) shall continue to be subject to all of the debts, liabilities and obligations of GDWH as constituted immediately prior to the Effective Date, and (v) shall succeed, without the other transfer, to all of the debts, liabilities and obligations of GDWH FLORIDA in the same manner as if GDWH had itself incurred them, all as more fully provided under the applicable provisions of the General Corporation Law of the State of Delaware.

## ARTICLE 2

### CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 CERTIFICATE OF INCORPORATION. The Certificate of Incorporation of GDWH as in effect immediately prior to the Effective Date shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 BY-LAWS. The By-laws of GDWH as in effect immediately prior to the Effective Date shall continue in full force and effect as the By-laws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 DIRECTORS AND OFFICERS. The directors and officers of GDWH as in effect immediately prior to the Effective Date shall continue serving as the directors and officers of the Surviving Corporation until their successors shall have been duly qualified and elected in accordance with the provisions of the By-laws of GDWH and applicable law.

## ARTICLE 3

### MANNER OF CONVERSION OF STOCK

3.1 GDWH COMMON STOCK. On the Effective Date, each share of GDWH Common Stock issued and outstanding immediately prior thereto shall remain unaffected by the Merger.

3.2 GDWH FLORIDA COMMON STOCK. On the Effective Date, each share of GDWH FLORIDA Common Stock that is issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations or any other person, automatically be canceled and extinguished, without payment of any further consideration.

## ARTICLE 4

### GENERAL

4.1 ABANDONMENT. At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Constituent Corporation, or both, notwithstanding the approval of this Agreement by the stockholders of the Constituent Corporations.

4.2 AMENDMENT. At any time before the Effective Date, this Agreement may be amended by the Board of Directors and stockholders of the Constituent Corporations.

4.3 GOVERNING LAW. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware, excluding its choice of law rules.



4.4 FURTHER ASSURANCES. From time to time, as and when required by GDWH or by its successors or assigns, there shall be executed and delivered on behalf of GDWH FLORIDA such deeds and other instruments, and there shall be taken or caused to be taken by the Constituent Corporations such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by GDWH the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of GDWH FLORIDA and otherwise to carry out the purpose of this Agreement, and the officers and directors of GDWH or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.5 TAX EFFECT. The Merger shall constitute a Type D Reorganization as described in Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended from time to time.

IN WITNESS WHEREOF, the undersigned have executed this Agreement of Merger as of the date first written above.

GENERAL DYNAMICS WORLDWIDE  
HOLDINGS, INC.  
a Delaware corporation

By: Margaret N. House  
Name: Margaret N. House  
Title: Secretary

GENERAL DYNAMICS WORLDWIDE  
HOLDINGS, INC.  
a Florida corporation

By: David A. Savner  
David A. Savner  
President