

Document Number Only

396934

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

800002341138--4

-11/07/97-01009-016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RQB Acquisition Corporation merging into  
Q-Bit Corporation Merger

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- NonProfit
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CORPORATION

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If it is possible, can't please get this back today. We know it's a lot to ask, if you can it would be greatly appreciated. THANK YOU!  
Have a nice weekend! Hope CT

396934

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

RQB ACQUISITION CORPORATION, a Florida corporation P97000084883:

INTO

Q-BIT CORPORATION, a Florida corporation, 396934.

File date: October 24, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER  
OF  
RQB ACQUISITION CORPORATION,  
A FLORIDA CORPORATION

INTO

Q-BIT CORPORATION,  
A FLORIDA CORPORATION

FILED  
97 OCT 24 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), REMEC, Inc., a California corporation ("REMEC"), Q-bit Corporation, a Florida corporation ("Q-bit"), and RQB Acquisition Corporation, a Florida corporation ("Merger Sub"), which is a wholly owned subsidiary of REMEC, adopt the following Articles of Merger as of October 24, 1997.

BACKGROUND

Q-bit and Merger Sub desire that Merger Sub be merged with and into Q-bit (the "Merger"), and that Q-bit be the surviving corporation and become a wholly owned subsidiary of REMEC pursuant to the terms and conditions of these Articles of Merger.

THE PARTIES AGREE AS FOLLOWS:

ARTICLE ONE

The Plan of Merger is as follows:

1. The Merger. Upon the filing of these Articles of Merger (the time of such filing, the "Effective Time") with the Department of State of the State of Florida in accordance with the FBCA, Merger Sub shall be merged with and into Q-bit. Q-bit shall be the surviving corporation in the Merger.

2. Conversion of Outstanding Shares of Merger Sub. Each share of Common Stock of Merger Sub issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at and as of the Effective Time, into one share of Common Stock of Q-bit ("Q-bit Common").

3. Conversion of Outstanding Shares of Q-bit Common Stock. Each share of Q-bit Common outstanding immediately prior to the Effective Time (except any shares of Q-bit Common as to which the holders thereof have exercised their dissenters' rights pursuant to Sections 1301 et seq. of the FBCA) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at and as of the Effective Time into the right to receive a number of shares of the Common Stock of REMEC ("REMEC Common") for each share of Q-bit Common (the "Exchange Ratio") determined by dividing (i) \$30,000,000 (the "Purchase Price") by (ii) the weighted average closing price (weighted based upon the volume of shares of Parent Common traded during the day) of a share of REMEC Common on the Nasdaq National Market for the five consecutive trading days that precede the third trading day that is immediately prior to the Closing Date, as reported (absent manifest error in the printing thereof) by The Wall Street Journal (Western Edition) (the "Average Closing Price"); and by dividing the result by (iii) the number of shares of Q-bit Common outstanding immediately prior to the Effective Time.

4. Fractional Shares. Holders of Q-bit Common shall receive only whole shares of REMEC Common; in lieu of any fractional share of REMEC Common, holders of Q-bit Common shall receive in cash the fair market value of such fractional share valuing REMEC Common at the Average Closing Price.

5. Rights After the Effective Time. As soon as practicable after the Effective Time, each holder of record of a certificate or certificates which, prior to the Effective Time, represented outstanding shares of Q-bit Common shall be entitled, upon surrender of such certificate or certificates to REMEC (or in the case of certificates that have been lost, stolen or destroyed, lost certificate affidavits therefor and indemnification in connection therewith) or to an exchange agent designated by REMEC, in form suitable for transfer, to receive a certificate or certificates representing the number of whole shares of REMEC Common to which such shareholder is entitled under Section 4 together with cash in lieu of any fractional share of REMEC Common in an amount calculated in accordance with Section 4.

## ARTICLE TWO

1. Articles of Incorporation of Q-bit. Immediately after the Effective Time the Articles of Incorporation of Q-bit shall be amended and restated in their entirety to read as follows:

### I.

The name of this corporation is Q-bit Corporation.

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act (the "FBCA").

III.

The street address of the initial principal office of the corporation and the mailing address of the corporation is:

2144 Franklin Drive, N.E.  
Palm Bay, Florida 32905

IV.

The street address of the registered office of the corporation is 2144 Franklin Drive, N.E., Palm Bay, Florida 32905, and the name of the corporation's registered agent at such address is Gary R. Callaway.

V.

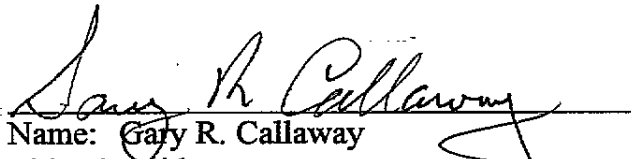
This corporation is authorized to issue one class of shares, which shall be known as Common Stock. The total number of shares of Common Stock which this corporation is authorized to issue is 1,000,000 (one thousand) shares, with a par value of \$0.01 per share.

VI.

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law. This corporation is also authorized, to the fullest extent permissible under Florida law, to indemnify its officers, directors, employees and agents and to advance indemnifiable expenses to its officers, directors, employees and agents as they are incurred, subject to the limits set forth in Section 850 of the FBCA. If, after the effective date of this Article, Florida law is amended in a manner which permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of defense expenses to, its directors or other persons, in any such case to a greater extent than is permitted on such effective date, the references in this Article to "Florida law" shall to that extent be deemed to refer to Florida law as so amended.

As required in Section 607.0501(3) of the Florida Statutes, Gary R. Callaway as registered agent states that he is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

Dated: October 24 1997

  
Name: Gary R. Callaway  
Title: President

2. Other Effects of the Merger. The other effects of the Merger shall be as prescribed by law.

#### ARTICLE THREE

The effective date of the Merger shall be the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.


#### ARTICLE FOUR

The Plan of Merger was adopted by the sole shareholder of Merger Sub on the 21st day of October, 1997, and was adopted by the shareholders of Q-bit on the 23rd day of October, 1997.


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IN WITNESS WHEREOF, REMEC, Q-bit and Merger Sub have executed these Articles of Merger as of the first date written above.

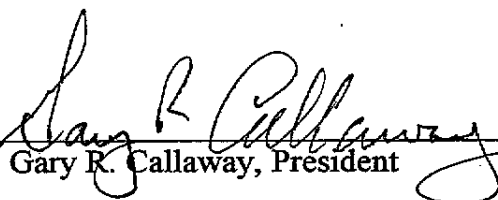
REMEC, INC.

By:   
Errol Ekaireb, President

RQB ACQUISITION CORPORATION

By:   
Errol Ekaireb, President

Q-BIT CORPORATION

By:   
Gary R. Callaway, President