

396934

CT CORPORATION SYSTEM

FILED

CORPORATION(S) NAME

01 DEC 20 PM 4:30

REMEC Q-Bit, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merged into: REMEC, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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

12/20/01

Order#: 5003851

EFFECTIVE DATE

12-31-01

*Merge
12-21-01
SAB*

Ref#: _____

900004734839--7

-12/20/01--01055--014

Amount: \$ *****87.50 *****87.50

DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

RECEIVED
01 DEC 20 PM 2:01

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

ARTICLES OF MERGER
Merger Sheet

MERGING:

REMEC Q-BIT, INC., a Florida corporation, 396934

INTO

REMEC, INC., a California entity not qualified in Florida

File date: December 20, 2001, effective December 31, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

FILED

01 DEC 20 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned certify that:

1. The name and jurisdiction of the surviving corporation is REMEC, Inc., a California corporation.

2. The name and jurisdiction of the merging corporation is REMEC Q-bit, Inc., a Florida corporation.

3. The Agreement and Plan of Merger is attached hereto.

EFFECTIVE DATE

12-31-01

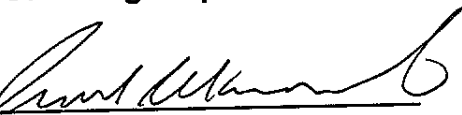
4. The merger shall become effective on December 31, 2001.

5. The Agreement and Plan of Merger attached hereto was adopted by the board of directors of the surviving corporation on December 10, 2001, and shareholder approval was not required.


6. The Agreement and Plan of Merger attached hereto was adopted by board of directors of the merging corporation on December 10, 2001, and by the sole shareholder of the merging corporation, pursuant to Section 607.0704 of the Florida Business Corporation Act, on December 10, 2001.


We further declare under penalty of perjury that the matters set forth in the foregoing Articles of Merger are true and correct of our own knowledge. Executed at San Diego, California on December 10, 2001.

**REMEC, Inc.,
the surviving corporation**

By: 
Errol Ekaireb, President

**REMEC Q-bit, Inc.,
the merging corporation**

By: 
David Schmitz, President

By: 
Donald J. Wilkins, Secretary

By: 
Donald J. Wilkins, Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into as of December 10, 2001, by and between REMEC Q-bit, Inc., a Florida corporation ("Q-bit"), and REMEC, Inc., a California corporation ("REMEC"), with reference to the following facts:

A. Q-bit was incorporated on March 7, 1972 under the laws of Florida and on the date hereof its authorized capital stock consists of 1,000,000 shares of Common Stock, of which 1,000 shares are issued and outstanding.

B. REMEC was incorporated on January 26, 1983 under the laws of California and on the date hereof its authorized capital stock consists of 70,000,000 shares of Common Stock, of which 44,998,691 shares are issued and outstanding.

C. Q-bit is a wholly-owned subsidiary of REMEC.

D. The boards of directors of Q-bit and REMEC each have determined that a merger of Q-bit with and into REMEC is in the best interests of their respective company and shareholders, and, accordingly, have agreed to effect such merger upon the terms and subject to the conditions set forth herein.

E. For federal and state income tax purposes, it is intended that the merger provided for herein shall qualify as a tax-free reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended, and applicable state laws, and this Agreement is intended to be and is adopted as a plan of reorganization.

F. The sole shareholder of Q-bit has approved this Agreement.

NOW, THEREFORE, the parties agree as follows:

1. Merger. In accordance with the provisions of the California Corporations Code and the Florida Business Corporation Act, at the Effective Time (as defined herein), Q-bit shall be merged with and into REMEC (the "Merger") and REMEC shall become the surviving corporation (the "Surviving Corporation").
2. Effective Time. The Merger shall become effective on December 31, 2001 at 11:59 p.m. Eastern Standard Time (the "Effective Time").
3. Articles of Incorporation. The Articles of Incorporation of REMEC in effect at the Effective Time of the Merger shall continue in full force and effect until altered, amended or repealed as provided therein or as provided by law.
4. Bylaws. The Bylaws of REMEC in effect at the Effective Time of the Merger shall continue in full force and effect until altered, amended or repealed as provided therein or as provided by law.
5. Directors and Officers. The directors and officers of REMEC holding office at the Effective Time shall be the directors and officers of the Surviving Corporation and shall hold office until the election or appointment of their respective successors.
6. Stock. By virtue of the Merger, at the Effective Time:
 - a. All of the outstanding shares of Common Stock of Q-bit shall be cancelled without consideration.
 - b. The outstanding shares of Common Stock of REMEC shall remain outstanding and are not affected by the Merger.

7. Succession. At the Effective Time, the separate existence of Q-bit shall cease and REMEC shall succeed, without other transfer, to all the rights and properties of Q-bit and shall be subject to all the debts and liabilities of Q-bit in the same manner as if REMEC had itself incurred them, all as more fully set forth in Sections 1107 and 1107.5 of the General Corporation Law of the State of California and Section 607.1110 of the Florida Business Corporation Act.


8. Further Assurance. From time to time, as and when required by REMEC or by its successors or assigns, there shall be executed and delivered on behalf of Q-bit such documents and instruments, and there shall be taken or caused to be taken by Q-bit such further and other action, as shall be appropriate or necessary, in order to vest or confirm to REMEC title to and possession of the rights, properties, assets and business of Q-bit. The officers and directors of REMEC are fully authorized in the name and on behalf of Q-bit or otherwise to take all actions and to execute and deliver all documents and other instruments necessary to effectuate the purposes of this Agreement.

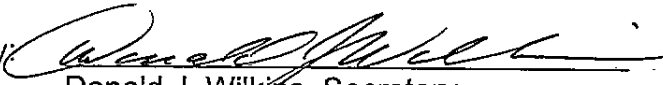
9. Abandonment of Merger. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned by the Board of Directors of any one of REMEC or Q-bit or each of them.

10. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original.

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

REMEC, Inc.
a California corporation

By: 
Errol Ekaireb, President

By: 
Donald J. Wilkins, Secretary

REMEC Q-bit, Inc.
a Florida corporation

By: _____
David Schmitz

By: 
Donald J. Wilkins

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

REMEC, Inc.
a California corporation

By: _____
Errol Ekaireb, President

By: _____
Donald J. Wilkins, Secretary

REMEC Q-bit, Inc.
a Florida corporation

By:  _____
David Schmitz

By: _____
Donald J. Wilkins