821625

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

800183629568

08/03/10--01010--020 **35.00

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 AUG 23 PM 2: 56

Name ch 8
10 8/23/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Martin Electronics, Inc.
Name of Corporation

DOCUMENT NUMBER: 821625

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maureen Farrell
Name of Contact Person

Seyfarth Shaw LLP
Firm/Company

131 S. Dearborn Suite 2400
Address

Chicago, IL 60603
City/State and Zip Code

sboatright@chemringordnance.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maureen Farrell at (312) 460-5712
Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- [x] $35.00 Filing Fee
- [ ] $43.75 Filing Fee & Certificate of Status
- [ ] $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- [ ] $52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 4, 2010

MAUREEN FARRELL
SEYFARTH SHAW LLP
131 S. DEARBORN - SUITE 2400
CHICAGO, IL 60603

SUBJECT: MARTIN ELECTRONICS, INC.
Ref. Number: 821625

We have received your document for MARTIN ELECTRONICS, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Photo copies of signatures are not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 710A00018799

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

(Pursuant to s. 607.1504, F.S.)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 AUG 23 PM 2: 56

SECTION I
(1-3 MUST BE COMPLETED)

821625
(Document number of corporation (if known))

1. Martin Electronics, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. July 8, 1968
(Date authorized to do business in Florida)

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? July 12, 2010

5. Chemring Ordnance, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

____
(New duration)

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

____
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Richard Gardner
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Richard Gardner
(Typed or printed name of person signing)

President
(Title of person signing)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MEI HOLDINGS, INC.", A FLORIDA CORPORATION,

WITH AND INTO "MARTIN ELECTRONICS, INC." UNDER THE NAME OF "CHEMRING ORDNANCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF JULY, A.D. 2010, AT 3:47 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

SECRETARY'S OFFICE
DELAWARE

Jeffrey W. Bullock, Secretary of State

0475515 8100M

100734001

AUTHENTICATION: 8114486

DATE: 07-15-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:55 PM 07/12/2010
FILED 03:47 PM 07/12/2010
SRV 100734001 - 0475515 FILE

CERTIFICATE OF MERGER

OF

MEI HOLDINGS, INC.

INTO

MARTIN ELECTRONICS, INC.

****

Pursuant to Title 8, Section 252 of the Delaware
General Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the surviving corporation is Martin Electronics, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is MEI Holdings, Inc., a Florida corporation.

2. The Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Chemring Ordnance, Inc., a Delaware corporation (the "Surviving Corporation").

4. The Certificate of Incorporation of the Surviving Corporation is to be amended and restated in its entirety as follows:

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

CHEMRING ORDNANCE, INC.

First: The name of the Corporation is Chemring Ordnance, Inc.

Second: The registered office of the Corporation is to be located at Corporation Trust Center 1209 Orange Street in the City of Wilmington in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

Third: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

Fourth: The total number of shares of stock which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, $0.01 par value, per share.

Fifth: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders.

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens on all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such contract or act, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, to the provisions of this Certificate, and to the provisions of any by-laws from time to time made by the stockholders or by the Board of Directors; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

Sixth: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

Seventh: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

Eighth: The liability of the Corporation's directors to the Corporation or its stockholders shall be eliminated to the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same may be amended and supplemented. No amendment to or repeal of this ARTICLE EIGHTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Ninth: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

5. The authorized stock and par value of the non-Delaware corporation is 1,000,000 shares of voting common Stock, par value $0.01 per share, 500,000 shares of Class B nonvoting common Stock, par value $0.01 per share, and 500,000 shares of Preferred Stock, par value $0.01 per share.

6. The merger is to become effective upon this filing of the Certificate of Merger.

7. A copy of the executed Merger Agreement is on file at the office of the Surviving Corporation. The address of such office of the Surviving Corporation is 10625 Puckett Road Perry, Florida 32348-8505.

8. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the constituent business corporations participating in the merger.

[Signature on next page]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by its duly authorized officer this 8th day of July, 2010.

MARTIN ELECTRONICS, INC.

Richard Gardner

Richard Gardner
President