

Document Number Only

822975

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

600002070956--8

-01/28/97--01096--003

*****87.50 *****87.50

CORPORATION(S) NAME

CF. 70
CPT 105.00

~~Grumman St. Augustine Corporation~~

merging into:

~~Grumman Aerospace Corporation~~

600002070956--8

-01/28/97--01096--004

*****52.50 *****52.50

EFFECTIVE DATE
12-31-96

Profit

NonProfit

Limited Liability Co.

Foreign

Limited Partnership

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

Merger

01/15/97

DC

822975

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

GRUMMAN ST. AUGUSTINE CORPORATION, a Florida corporation, 677713

INTO

GRUMMAN AEROSPACE CORPORATION, a New York corporation, 822975

File date: December 23, 1996, effective December 31, 1996

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1996

CT CORPORATION SYSTEM
TALLAHASSEE, FL

SUBJECT: GRUMMAN AEROSPACE CORPORATION
Ref. Number: 822975

We have received your document for **GRUMMAN AEROSPACE CORPORATION** and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The attached is only the agreement and plan of merger. Please provide the Articles of Merger.

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 (904) 487-6906.

To: Darlene Connell
Corporate Specialist

Letter Number: 596A00057014

*For CT
Tallahassee*

*Walk. in
pick-up
3:00 1-15-97*

Merge w/ (2)

cert
RECEIVED
97 JAN 15 AM 11:47
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER
OF
GRUMMAN ST. AUGUSTINE CORPORATION
INTO
GRUMMAN AEROSPACE CORPORATION**

FILED
96 DEC 23 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-96

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopted the following Articles of Merger:

FIRST: Grumman Aerospace Corporation is a corporation organized under the laws of the State of New York owning at least 80 percent of the shares of Grumman St. Augustine, a corporation organized under the laws of the State of Florida.

SECOND: The following plan of merger was adopted by the Board of Directors of Grumman Aerospace Corporation on September 18, 1996 and shareholder approval was not required.

The undersigned, Grumman Aerospace Corporation, DOES HEREBY CERTIFY TO THE FOLLOWING PLAN OF MERGER:

THIRD: 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>
Grumman St. Augustine Corporation	Florida
Grumman Aerospace Corporation	New York

FOURTH: The name of the surviving corporation of the merger is Grumman Aerospace Corporation (the "Corporation"), a New York corporation.

FIFTH: The issued and outstanding shares of Grumman St. Augustine Corporation are owned by the survivor and these shares shall be surrendered and canceled.

SIXTH: That the Certificate of Incorporation of the Corporation in effect on the date of merger shall be the Certificate of Incorporation of the surviving corporation.

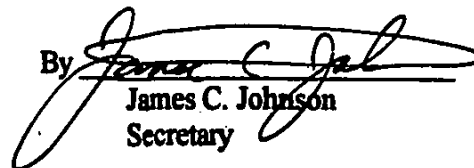
SEVENTH: That the Bylaws of the Corporation in effect on the date of merger shall be the Bylaws of the surviving corporation.

EIGHTH: That the effective date of the merger is December 31, 1996.

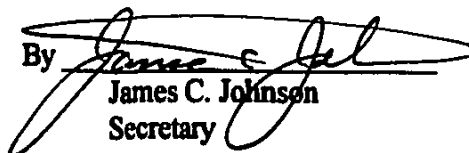
NINTH: That the Officers and Directors of Grumman Aerospace Corporation shall be the Officers and Directors of the surviving corporation.

Signed this 31st day of December, 1996.

Grumman Aerospace Corporation
(Surviving Corporation)

By 
James C. Johnson
Secretary

Grumman St. Augustine Corporation
(Merged Corporation)

By 
James C. Johnson
Secretary

**AGREEMENT AND
PLAN OF MERGER
GRUMMAN ST. AUGUSTINE CORPORATION
INTO
GRUMMAN AEROSPACE CORPORATION**

The undersigned, Grumman Aerospace Corporation, DOES HEREBY CERTIFY TO THE FOLLOWING PLAN OF MERGER:

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>
Grumman St. Augustine Corporation	Florida
Grumman Aerospace Corporation	New York

SECOND: The name of the surviving corporation of the merger is Grumman Aerospace Corporation (the "Corporation"), a New York corporation.

THIRD: The issued and outstanding shares of Grumman St. Augustine Corporation are owned by the survivor and these shares shall be surrendered and cancelled.

FOURTH: That the Certificate of Incorporation of the Corporation in effect on the date of merger shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the Bylaws of the Corporation in effect on the date of merger shall be the Bylaws of the surviving corporation.

SIXTH: The effective date of the merger is December 31, 1996.

SEVENTH : That the Officers and Directors of Grumman Aerospace Corporation shall be the Officers and Directors of the surviving corporation.

Grumman Aerospace Corporation

By: 

**John E. Harrison
Chairman and Vice President**

Attest:

By: 

**James C. Johnson
Secretary**