

Document Number Only

839229

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002614382-1

-08/13/98-01053-025

****157.50 ****157.50

Satellite Systems, Inc. (DE) and Link Communications, Inc. (FL)
merging into:
Rocal - Datacom, Inc. (FL)

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name Availability
Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

AUG 13 1998

Thanks,
Jeff

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 13 PM 2:43

FILED

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

SATELLITE SYSTEMS, INC., a Delaware corporation

LINK COMMUNICATIONS, INC., a Florida corporation, M93365

INTO

RACAL-DATACOM, INC., a Delaware corporation, 839229

File date: August 13, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
SATELLITE SYSTEMS, INC.
AND
LINK COMMUNICATIONS, INC.
INTO
RACAL-DATACOM, INC.**

FILED
98 AUG 13 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), RACAL-DATACOM, INC., a Delaware corporation (the "Corporation"), DOES HEREBY CERTIFY THAT:

- FIRST:** The names of the merging corporations are Satellite Systems, Inc., a Delaware corporation (the "Delaware Subsidiary"), and Link Communications, Inc., a Florida corporation (the "Florida Subsidiary," together with the Delaware Subsidiary, the "Subsidiaries");
- SECOND:** The Subsidiaries shall, pursuant to all applicable provisions of FBCA and the Delaware General Corporation Law, be merged with and into the Corporation (the "Merger"), and the Corporation shall continue to exist as the surviving corporation pursuant to the laws of the State of Florida. Upon the effective date of the Merger, the Subsidiaries shall cease to exist;
- THIRD:** Effective upon the Merger, each share of capital stock of the Subsidiaries issued and outstanding shall, automatically without any action on the part of the Corporation, be cancelled and retired; and
- FOURTH:** The Plan of Merger, a copy of which is attached and incorporated herein by reference as Exhibit A hereto, was unanimously approved by the Corporation's Board of Directors. Pursuant to Section 607.1104(1)(a) of the FBCA, the vote of shareholders of the Subsidiaries was not required.

IN WITNESS WHEREOF, the Corporation and the Subsidiaries have caused these Articles of Merger to be served this 15th day of April, 1998.

RACAL-DATACOM, INC.

By: William R. Diaz
William R. Diaz
Assistant Treasurer

SATELLITE SYSTEMS, INC.

By: William R. Diaz
William R. Diaz
President

LINK COMMUNICATIONS, INC.

By: William R. Diaz
William R. Diaz
President

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of April 15, 1998, by and among Racal-Datcom, Inc. a Delaware corporation (the "Corporation"), Satellite Systems, Inc., a Delaware corporation ("Satellite Systems"), and Link Communications, Inc., a Florida corporation ("Link Communications," and together with Satellite Systems, the "Subsidiaries").

WHEREAS, the Corporation owns all the outstanding shares of capital stock of the Subsidiaries; and

WHEREAS, the Boards of Directors and Stockholders of the Corporation and the Subsidiaries have approved of, and deem it to be in the best interest of such corporations to effect, the merger (the "Merger") of the Subsidiaries with and into the Corporation, with the Corporation being the surviving corporation (the "Surviving Corporation") pursuant to the provisions of the Florida Business Corporation Act ("FBCA") and the Delaware General Corporation Law ("DGCL").

NOW THEREFORE, the terms and conditions of this Plan of Merger are as follows:

1. **Constituent Corporations.** The following corporations will be merged with and into Racal-Datcom, Inc.: Satellite Systems, Inc. and Link Communications, Inc.
2. **Terms and Conditions of Merger.** The Subsidiaries shall, pursuant to the provisions of FBCA and DGCL, be merged with and into the Corporation, and the Corporation shall continue to exist as the Surviving Corporation under the laws of the State of Delaware. Upon the effective date of the Merger, the Subsidiaries shall cease to exist.
3. **Capital Stock.** Effective upon the Merger, each share of capital stock of the Subsidiaries shall, automatically without any action on the part of the Corporation, be cancelled and retired.
4. **Certificate of Incorporation and Bylaws.** The Certificate of Incorporation and Bylaws of the Corporation shall be and continue as the Certificate of Incorporation and Bylaws of the Surviving Corporation in full force and effect until amended as provided therein or by law.
5. **Officers and Directors.** The officers and directors of the Corporation in office at the effective time of the Merger shall be and continue as officers and directors of the Surviving Corporation, each such officer and director to hold office in accordance with the applicable provisions of the Bylaws of the Surviving Corporation.

IN WITNESS WHEREOF, the Corporation and Subsidiaries have caused this Plan of Merger to be served this 15th day of April, 1998.

RACAL-DATACOM, INC.

By: William R. Diaz
William R. Diaz
Assistant Treasurer

SATELLITE SYSTEMS, INC.

By: William R. Diaz
William R. Diaz
President

LINK COMMUNICATIONS, INC.

By: William R. Diaz
William R. Diaz
President