

F05000004528

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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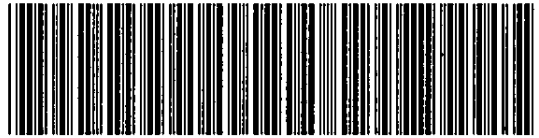
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

TS

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ALTAIR AVIONICS CORPORATION  
(Name of Corporation)

**DOCUMENT NUMBER:** F05000004528

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Funk

(Name of Person)

Steptoe & Johnson PLLC

(Firm/Company)

1250 Edwin Miller Boulevard, Suite 300

(Address)

Martinsburg, WV 25404

(City/State and Zip code)

For further information concerning this matter, please call:

Michael Funk

(Name of Person)

at ( 304 ) 262-3522

(Area Code & Daytime Telephone Number)

**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

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF  
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

**ALTAIR AVIONICS CORPORATION**

(Name of Corporation)

**F05000004528**

(Document Number of Corporation (if known))

**Massachusetts**

(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

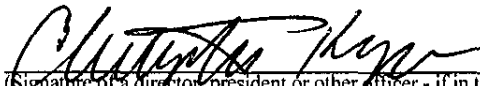
**1525 Midway Park Road**

(Mailing Address)

**Bridgeport, WV 26330**

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

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

**Christopher Kroger**

(Typed or printed name of person signing)

**4 December 2007**

(Date)

**Secretary**

(Title of person signing)

**FILING FEE \$35**

**FILED**  
**07 DEC 10 PM 12:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

MA SOC Filing Number: 200797730270 Date: 09/27/2007 9:54 AM

**DF  
PC****The Commonwealth of Massachusetts**

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

**Articles of Merger**  
**Involving Domestic Corporations,**  
**Foreign Corporations or Foreign Other Entities**  
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
<u>Altair Avionics Corporation</u>	<u>Massachusetts</u>	<u>March 29, 1995</u>
<u>Pratt &amp; Whitney Engine Services, Inc.</u>	<u>Delaware</u>	<u>June 23, 1970</u>

(3) The foreign corporation or other entity ☒ is / ☐ is not\* authorized to conduct business in the Commonwealth.(4) Exact name of the surviving entity: Pratt & Whitney Engine Services, Inc.(5) Jurisdiction under the laws of which the surviving entity will be organized: Delaware(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: October 1, 2007 at 12:00 a.m.

(7-8) For each domestic corporation that is a party to the merger:\*\*

(check appropriate box)

☒ The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

☐ The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

\* Check appropriate box.

\*\* Provide this information for each domestic corporation separately

- (10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.
- (11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.
- (12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: 1525 Midway Park Road, Bridgeport, West Virginia 26330  
(number, street, city or town, state, zip code)

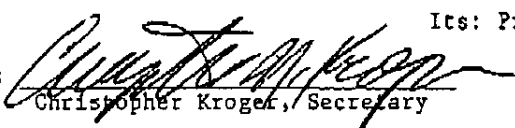
IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed by its duly authorized officer this 27th day of September, 2007.

PRATT & WHITNEY ENGINE SERVICES, INC.

By: 

Raffaele Virgili

Its: President

Attest: 

Christopher Kroger, Secretary

ALTAIR AERONAUTICS CORPORATION

By: 

Raffaele Virgili

Its: President

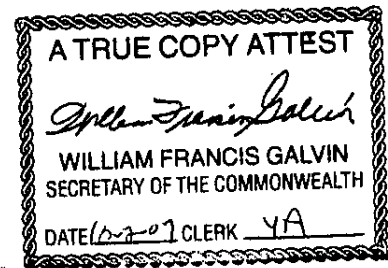
Attest: 

Christopher Kroger, Secretary

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears  
that the provisions of the General Laws relative to corporations have been complied with,  
and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:  
September 27, 2007 9:54 AM



A large, stylized handwritten signature of William Francis Galvin.

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



1250 Edwin Miller Boulevard, Suite 300  
P.O. Box 2629  
Martinsburg, WV 25402-2629  
(304) 263-6991 (304) 262-3541 Fax  
www.steptoe-johnson.com

Writer's Contact Information  
304-262-3522  
michael.funk@steptoe-johnson.com

6 December 2007

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

Re: Application for Withdrawal

Gentlemen & Mesdames:

Enclosed please find an Application by Foreign Corporation for Withdrawal with respect to Altair Avionics Corporation, a Massachusetts corporation authorized to transact business in Florida under Document Number F05000004528 and a cover letter therefor. Please file the Application for Withdrawal in your ordinary manner and return the letter of acknowledgment and certificate of status/withdrawal to the undersigned.

The existence of Altair Avionics Corporation terminated as the results of its merger into Pratt & Whitney Engine Services, Inc., a Delaware corporation that is also authorized to transact business in Florida. A certified copy of the Articles of Merger filed in the Office of the Secretary of the Commonwealth of Massachusetts with respect to the merger is enclosed in case that document should be filed along with the Application for Withdrawal.

Also enclosed is our firm check to cover filing fees in the amount of \$35. In the event these amounts are incorrect or insufficient, you are hereby authorized to charge appropriate fees against the following Credit Card account:

MasterCard  
Account No.: 5490 9928 5106 0966  
Security Code: 066  
Expiration: 03/08  
Cardholder Name: Michael J Funk  
Billing Address: 429 Dry Run Road, Martinsburg, WV 25403

You are authorized to charge to said Credit Card account either (i) the entire fees and return the checks, or (ii) incremental amounts to address any shortfall. Should you have any questions or should any problems arise, please contact the undersigned at 304-262-3522 or 304-671-5583.

Thank you for your attention.

Sincerely,



Michael J. Funk

enclosure: 4

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