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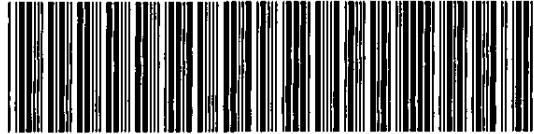
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**FILED**  
06 JUN 14 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Mall...



June 13, 2006

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Dear Sir or Madam:

Enclosed please find Articles of Merger, Plan of Merger as well as the required filing fees. If you have any concerns please contact me at the address or telephone number below. Thank you.

Sincerely,

Michelle Moodispaw  
Associate General Counsel  
Essex Corporation  
6708 Alexander Bell Drive  
Columbia MD 21046  
(443) 259-2535

**ARTICLES OF MERGER**  
**OF**  
**COMPUTER SCIENCE INNOVATIONS, INC.**  
a Florida Corporation  
**WITH AND INTO**  
**ESSEX CORPORATION**  
a Virginia Corporation

**FILED**  
**06 JUN 14 AM 9:38**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, these Articles of Merger (the "**Articles of Merger**") provide that:

**ONE**

The name of the subsidiary corporation, a business corporation duly incorporated and existing under the laws of the State of Florida, is Computer Science Innovations, Inc. ("**CSI**"). The name of the parent corporation, a business corporation duly organized and existing under the laws of the Commonwealth of Virginia, and which is subject to the provisions of the Virginia Stock Corporation Act, is Essex Corporation (the "**Company**").

**TWO**

The Company owns one hundred percent (100%) of the issued and outstanding shares of CSI.

**THREE**

The Plan of Merger dated as of May 3, 2006 for merging CSI with and into the Company (the "**Merger**"), was approved by the unanimous consent of the boards of directors of CSI and the Company on May 3, 2006, respectively, as attached hereto as **Exhibit A** and incorporated by reference into these Articles of Merger.

**FOUR**

With respect to the Company and CSI, shareholder approval was not required pursuant to Subsection A of Section 13.1-719 of the Virginia Stock Corporation Act and Section 607.1104 of the Florida Business Corporation Act, respectively.

**FIVE**

The laws of Florida permit a merger of a Florida wholly-owned subsidiary with and into a parent corporation of another jurisdiction of organization; and the Merger is in compliance with the laws of the State of Florida.

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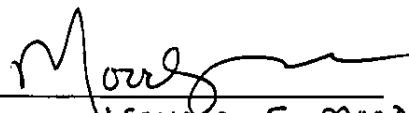
SIX

The Merger shall be effective (the “**Effective Time**”) upon the later to occur of (i) the effective time of filing of the Articles of Merger with the Department of State, Division of Corporations, of the State of Florida and (ii) the effective time of filing of the Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia.


***[Signature Page Follows]***

**IN WITNESS WHEREOF**, Essex Corporation and Computer Science Innovations, Inc., the parties to the Merger, have caused these Articles of Merger to be executed by their respective authorized officers as of the 3rd day of May, 2006.

**ESSEX CORPORATION**

By:   
Name: LEONARD E. MOODY  
Title: CEO, Pres.

**COMPUTER SCIENCE INNOVATIONS,  
INC.**

By:   
Name: KIMBERLY J. DECHELLO  
Title: Secretary

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**Exhibit A**  
**PLAN OF MERGER**  
**(Attached)**

**PLAN OF MERGER**  
**OF**  
**COMPUTER SCIENCE INNOVATIONS, INC.**  
**WITH AND INTO**  
**ESSEX CORPORATION**

This PLAN OF MERGER (this "**Plan of Merger**") is dated as of May 3, 2006, by and between COMPUTER SCIENCE INNOVATIONS, INC., a Florida corporation ("**CSI**") and ESSEX CORPORATION, a Virginia corporation (the "**Company**"), such corporations being sometimes collectively referred to here as the "**Constituent Corporations**."

**RECITALS:**

The Company is a corporation duly organized and existing under the laws of the Commonwealth of Virginia and is the parent and one hundred percent (100%) shareholder of all outstanding shares of capital stock of CSI, a corporation duly organized and existing under the laws of the State of Florida;

The Company desires, subject to the satisfaction of certain conditions, to merge CSI with and into the Company (the "**Merger**"), following which merger the Company will survive, the separate existence of CSI shall cease and terminate, the issued and outstanding shares of the capital stock of CSI will be canceled and all of the estate, property, rights, privileges, liabilities, powers and franchises of CSI shall be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by CSI in its name; and

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree, in accordance with the applicable provisions of the laws of the Commonwealth of Virginia and the State of Florida, that CSI shall be merged with and into the Company, which shall continue its corporate existence and be the corporation surviving the Merger (sometimes referred to here as the "**Surviving Corporation**"), and the parties covenant to observe, keep and perform the terms and conditions of the Merger as set forth below.

**ARTICLE I**  
**Effective Time of the Merger**

At the later to occur of (i) the effective time of filing of the Articles of Merger with the Department of State, Division of Corporations, of the State of Florida and (ii) the effective time of filing of the Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia (the "**Effective Time**"), the separate existence of CSI shall cease and CSI shall be merged with and into the Surviving Corporation.

## **ARTICLE II**

### **Articles of Incorporation and Bylaws**

At the Effective Time, the articles of incorporation of the Company shall be the articles of incorporation of the Surviving Corporation. At the Effective Time, the bylaws of the Company shall be the bylaws of the Surviving Corporation, until the same shall be altered or amended in accordance with the provisions thereof.

## **ARTICLE III**

### **Directors and Officers**

The directors of the Company immediately prior to the Effective Time shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the board of directors as provided by law and the bylaws of the Surviving Corporation, the officers of the Company immediately prior to the Effective Time shall be the officers of the Surviving Corporation.

## **ARTICLE IV**

### **Surrender of Shares in the Merger**

Upon the consummation of the Merger at the Effective Time, the issued and outstanding common stock of CSI, all of which is owned by the Company immediately prior to the Effective Time, shall not be converted in any manner, but each said share which is issued and outstanding as of the Effective Time of the Merger shall be surrendered and canceled.

## **ARTICLE V**

### **Effect of the Merger**

At the Effective Time, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all the rights, privileges, immunities, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of the corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all the rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities and duties of the Constituent Corporations, respectively, shall from that time forward attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been

incurred or contracted by the Surviving Corporation. As of the Effective Time, the Surviving Corporation shall continue to be governed by the laws of the Commonwealth of Virginia and its name shall continue to be Essex Corporation.

## **ARTICLE VI**

### **Approval of Shareholders**

#### **Filing of Articles of Merger**

This Plan of Merger is not required to be submitted to the shareholders of the Constituent Corporations pursuant to Section 13.1-719 of the Virginia Stock Corporation Act and Section 607.1104 of the Florida Business Corporation Law. This Plan of Merger has been adopted by the boards of directors of the Constituent Corporations, and subject to the conditions contained in this Plan of Merger, articles of merger shall be signed, verified and delivered to the State Corporation Commission of the Commonwealth of Virginia and the Department of State, Division of Corporations, of the State of Florida, respectively.

## **ARTICLE VII**

### **Termination and Abandonment**

This Plan of Merger may be terminated and the Merger abandoned at any time before the Effective Time by action of the boards of directors of either of the Constituent Corporations.

## **ARTICLE VIII**

### **Amendment**

Consistent with applicable law, this Plan of Merger may be amended with the approval of the respective boards of directors of the Company and CSI at any time prior to the issuance of the articles of merger.

## **ARTICLE IX**

### **Waiver of Mailing Requirement**

The Company, as sole shareholder of CSI, hereby waives the right to have mailed to it a copy of this Plan of Merger.

IN WITNESS WHEREOF, this Plan of Merger has been adopted and approved by all of the directors of each of the Constituent Corporations and each of the Constituent Corporations has caused it to be executed by the signature of each of their respective authorized officers, all as of the day and year first above written.

COMPUTER SCIENCE INNOVATIONS, INC.

By: Kimberly J. DeChello  
Name: Kimberly J. DeChello  
Title: Secretary

ESSEX CORPORATION

By: Leonard Moody  
Name: Leonard Moody  
Title: CEO, Pres.