

**F10000002580**<https://cfilc.sunbiz.org/scripts/efilcovr.exe>

**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H11000263479 3)))



H110002634793ABC0

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850)617-6380

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SENSIS CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$35.00

*N.C.*

**C.COULLIETTE**

NOV 04 2011

**EXAMINER**

RECEIVED

11 NOV -4 AM 8:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 NOV -4 AM 10:23

FILED

**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.)

**SECTION I**  
(1-3 MUST BE COMPLETED)

1. Sensis Corporation  
Name of corporation as it appears on the records of the Department of State.
2. Delaware  
Incorporated under the laws of
3. 06/04/2010  
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 law of its jurisdiction of incorporation? 8/12/2011
5. Saab Sensis Corporation  
Name of the corporation after the amendment, adding a suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
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. Other provisions.

By: Valerie Hawk-Donohue  
by Valerie Hawk-Donohue as atty-in-fact

11/3/2011

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

FILED  
11 NOV - 4 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*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 OF "SENSIS CORPORATION", CHANGING ITS NAME FROM "SENSIS CORPORATION" TO "SAAB SENSIS CORPORATION", FILED IN THIS OFFICE ON THE TWELFTH DAY OF AUGUST, A.D. 2011, AT 12:09 O'CLOCK P.M.

2066226 8100

111165375

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9135220

DATE: 11-03-11

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:16 PM 08/12/2011  
FILED 12:09 PM 08/12/2011  
SRV 110915580 - 2066226 FILE

**CERTIFICATE OF MERGER**

**OF**

**SAAB FACILITATION CORP.**  
(a Delaware corporation)

with and into

**SENSIS CORPORATION**  
(a Delaware corporation)

August 12, 2011

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Sensis Corporation, a Delaware corporation ("Sensis"), hereby certifies the following information relating to the merger of Saab Facilitation Corp., a Delaware corporation ("Saab Facilitation") with and into Sensis (the "Merger"):

**FIRST:** The name and state of incorporation of each of the constituent corporations ("Constituent Corporations") in the Merger are:

<u>Name</u>	<u>State of Incorporation</u>
Sensis Corporation	Delaware
Saab Facilitation Corp.	Delaware

**SECOND:** The Agreement and Plan of Merger, dated as of June 29, 2011, as amended on July 21, 2011, by and among Saab North America, Inc., a Delaware corporation, Saab Facilitation, Sensis, and Judson J. Gostin, solely in the capacity of the representative of the stockholders of the Company (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Sections 251 and 228(e) of the DGCL;

**THIRD:** Sensis shall be the surviving corporation of the Merger and shall change its name to "Saab Sensis Corporation" (the "Surviving Corporation");

**FOURTH:** The Amended and Restated Certificate of Incorporation of Sensis in effect immediately prior to the effective time of the Merger shall be amended and restated in its entirety at the effective time of the Merger to read as set forth in Exhibit A attached hereto and, as so amended, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation;

**FIFTH:** The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, whose address is 85 Collamer Crossings, Syracuse, New York 13057;

**SIXTH:** The Surviving Corporation, on request and without cost, will furnish a copy of the Merger Agreement to any stockholder of either Constituent Corporation; and

**SEVENTH:** The Merger shall become effective as of the time of the filing of this Certificate of Merger.

IN WITNESS WHEREOF, Sensis has caused this Certificate of Merger to be executed by its duly authorized officer on the date first written above.

SENSIS CORPORATION

By: 99/8/1  
Name: Judson J. Gostin  
Title: CEO

**EXHIBIT A**  
**SECOND**  
**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**SAAB SENSIS CORPORATION**

**FIRST:** The name of the Corporation is Saab Sensis Corporation (hereinafter, the "Corporation").

**SECOND:** The registered office of the Corporation is 3411 Silverside Road Rodney Building #104, in the City of Wilmington, in the County of New Castle, in the State of Delaware, 19810. The name of its registered agent at that address is Corporate Creations Network Inc.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware Code.

**FOURTH:** (1) The total number of shares of stock which the Corporation is authorized to issue is 100 (one hundred), which shall consist of 100 (one hundred) shares of common stock, \$0.01 par value per share ("Common Stock");

(2) The holders of Common Stock shall have the following rights and preferences:

(i) Holders of Common Stock shall be entitled to receive such dividends, if any, payable in cash or otherwise, as may be declared thereon by the Board of Directors of the Corporation from time to time out of assets or funds of the Corporation that are legally available therefor.

(ii) On all matters upon which stockholders are entitled to vote, every holder of Common Stock shall be entitled to one (1) vote in person or by proxy for each share of Common Stock standing in its name on the transfer books of the Corporation.

(iii) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, holders of Common Stock shall receive a per share distribution of any assets remaining after payment or provision for liabilities, if any.

(3) The shares of capital stock of the Corporation may be issued by the Corporation from time to time for such consideration as from time to time may be fixed by the Board of Directors of the Corporation.

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 business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation.

(2) 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 of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(3) The Board of Directors of the Corporation shall have powers 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 upon 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.



(4) 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 act or contract, 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.

(5) In addition to the powers and authorities herein before 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 the State of Delaware, of this Certificate, and to any By-Laws from time to time adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. Neither the

amendment or repeal of this provision, nor the adoption of any provisions of this Certificate or the By-Laws of the Corporation or of any statute inconsistent with this provision, shall eliminate or reduce the effect of this provision in respect of any acts or omissions occurring, or any causes of action, suits or claims that, but for this provision, would accrue or arise prior to such amendment, repeal or adoption.

SEVENTH: (1) The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by applicable law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article SEVENTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(2) The Corporation may, to the extent authorized from time to time by the Board of Directors of the Corporation, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article SEVENTH to directors and officers of the Corporation.

(3) The rights to indemnification and to the advancement of expenses conferred in this Article SEVENTH shall not be exclusive of any other right which any person

may have or hereafter acquire under this Certificate of Incorporation, the By-Laws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

(3) No amendment or repeal of this Article SEVENTH shall apply to or have any adverse effect on any right to indemnification or to the advancement of expenses provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in the Delaware Code) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the By-Laws of the Corporation.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate 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.