

F88610

Akerman Senterfitt

(Requestor's Name)

301 S. Bronough

(Address)

(Address)

Tallahassee FL 32301

(City/State/Zip/Phone #)

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Prince Merger Corporation

(Business Entity Name)

P 02000112301

(Document Number)

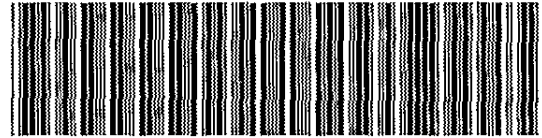
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11/27/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRINCE MERGER CORPORATION, a Florida corporation P02000112301

INTO

PARAVANT INC., a Florida entity, F88610

File date: November 27, 2002

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to sections 607.1105, F.S.

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FIRST: The name and jurisdiction of the surviving corporation:

<u>Name:</u>	<u>Jurisdiction:</u>
Paravant Inc.	Florida

SECOND: The name and jurisdiction of the merging corporation:

<u>Name:</u>	<u>Jurisdiction:</u>
Prince Merger Corporation	Florida

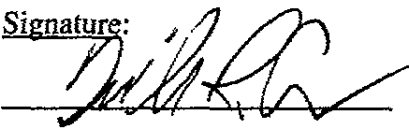
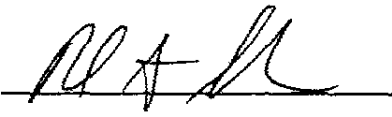
THIRD: The Plan of Merger is attached as Annex A.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on November 25, 2002 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors and the shareholders of the merging corporation on November 22, 2002.

SEVENTH: Signatories for each corporation:

<u>Name:</u>	<u>Signature:</u>	<u>Name of Individual and Title:</u>
Paravant Inc.		William R. Craven President and Chief Executive Officer
Prince Merger Corporation		Richard A. Schneider Executive Vice President

PLAN OF MERGER
(Merger of subsidiary corporation)

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation (hereinafter, "Parent") owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name:</u>	<u>Jurisdiction:</u>
Prince Merger Corporation	Florida

The name and jurisdiction of the subsidiary corporation (hereinafter, "Subsidiary") which will be the surviving corporation in the merger:

<u>Name:</u>	<u>Jurisdiction:</u>
Paravant Inc.	Florida

The manner and basis of converting the shares of Subsidiary or Parent into shares, obligations, or other securities of Parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

As of the date the Articles of Merger are filed with the Florida Department of State in accordance with the relevant provisions of Florida law (the "Effective Time"), by virtue of the merger and without any action on the part of the parties or the holders of any shares of common stock, par value \$0.015, of Subsidiary (the "Shares"):

(a) Each issued and outstanding Share (other than Shares to be canceled as set forth below) automatically shall be converted into the right to receive \$4.75 in cash (the "Merger Consideration") payable, without interest, to the holder of such Share, upon surrender of the certificate that formerly evidenced such Share. All such Shares, when so converted, shall no longer be outstanding and automatically shall be canceled and retired and shall cease to exist, and each holder of a certificate representing any such Share shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration therefor upon the surrender of such certificate. Any payment made shall be made net of applicable withholding taxes to the extent that such withholding is required by applicable legal requirements.

(b) All Shares that are owned at the Effective Time by Subsidiary, Parent or DRS Technologies, Inc., a Delaware corporation, or any other direct or indirect wholly-owned

subsidiary of Parent, Subsidiary or DRS Technologies, Inc., shall be canceled and retired and no Merger Consideration shall be delivered in exchange therefor.

(c) All options to purchase Shares under the stock option plans of the subsidiary outstanding under the Paravant Incentive Stock Option Plan, as amended June 4, 1999, the Paravant Stock Incentive Plan and the Non-employee Directors' Stock Plan, as amended August 30, 2001, and each other plan or contract of any nature with any person pursuant to which any stock, option, warrant, or other right to purchase or acquire capital stock of the subsidiary or right to payment based on the value of the subsidiary's capital stock has been granted or issued, which is outstanding immediately prior to the Effective Time, whether or not then vested or exercisable, shall, effective as of the Effective Time, be cancelled in exchange for a single lump sum cash payment, to be paid by the subsidiary as soon as practicable following the Effective Time upon its receipt of a release or other documentation by the holder of such option reasonably satisfactory to DRS Technologies, Inc. and the subsidiary after the Effective Time, equal to the product of (i) the number of Shares subject to such option and (ii) the excess, if any, of the Merger Consideration for a Share at the Effective Time over the exercise price per share of such option.

(d) At the Effective Time, all Shares subject to issuance pursuant to warrants outstanding as of such time shall be cancelled in exchange for a single lump sum cash payment to be paid by the subsidiary as soon as practicable following the Effective Time to the holder of such warrant upon receipt by DRS Technologies Inc. of a release or other documentation by the holder of such warrant reasonably satisfactory to DRS Technologies, Inc. relinquishing any right or benefit under the terms of the warrant or any obligation on the part of DRS Technologies, Inc., the subsidiary or parent after the Effective Time equal to the product of (i) the number of Shares subject to such warrant and (ii) the excess, if any, of the Merger Consideration for a Share at the Effective Time over the exercise price per share of such warrant.

The provision for the pro rata issuance of shares of Subsidiary to the holders of the shares of parent corporation upon surrender of any certificates is as follows:

Each issued and outstanding share of common stock, par value \$0.01 per share, of Parent shall be converted into and become one validly-issued, fully-paid and nonassessable share of common stock of Subsidiary.

Other provisions relating to the merger are as follows:

At the Effective Time, the Articles of Incorporation of Subsidiary shall be amended and restated in its entirety to be identical to the Articles of Incorporation of Parent, as in effect immediately prior to the Effective Time, in the form set forth as Exhibit A to this Plan of Merger, until thereafter amended in accordance with Florida law and as provided in such Articles of Incorporation; provided, however, that at the Effective Time, (i) Article I of the Articles of Incorporation of the surviving corporation shall be amended and restated in its entirety to read as follows: "The name of the corporation is Paravant

Inc."; (ii) Article II of the Articles of Incorporation of the surviving corporation shall be amended and restated in its entirety to read as follows: "The principal office and mailing address of the Corporation is: c/o DRS Technologies, Inc., 5 Sylvan Way, Parsippany, New Jersey 07054"; (iv) Article IV of the Articles of Incorporation of the surviving corporation shall be amended to delete the word "initial"; and (v) Article V "Incorporator" of the Articles of Incorporation of the surviving corporation shall be deleted in its entirety. Such amendments were approved by the sole shareholder of Parent corporation on November 22, 2002.

At the Effective Time, the Bylaws of Subsidiary shall be amended and restated in their entirety to be identical to the Bylaws of Parent, as in effect immediately prior to the Effective Time, until thereafter amended in accordance with Florida law and as provided in such Bylaws.

The directors of Parent immediately prior to the Effective Time shall become the directors of Subsidiary from and after the Effective Time, until their respective successors are duly elected or appointed and qualified. The officers of Subsidiary immediately prior to the Effective Time shall become the officers of Subsidiary from and after the Effective Time, until their respective successors are duly appointed. Exhibit B to this Plan of Merger sets forth a list of the directors and officers of Subsidiary from and after the Effective Time.

Pursuant to Section 607.1302(4) of Florida Law, no shareholder of Subsidiary shall be entitled to exercise dissenters' rights under Sections 607.1301-607.1302 and 607.1320, F.S. as a result of the merger.

A copy of the Agreement and Plan of Merger, dated October 23, 2002, by and among DRS Technologies, Inc., Prince Merger Corporation and Paravant Inc. was mailed to each shareholder of Subsidiary on October 28, 2002.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PARAVANT INC.**

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named does hereby amend and restate its Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is Paravant Inc. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

c/o: DRS Technologies, Inc.
5 Sylvan Way
Parsippany, New Jersey 07054

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is 1,000 shares, \$0.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**


The street address of the Corporation's registered office is: One Southeast Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

**ARTICLE V
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 27th day of November 2002.

PARAVANT INC.


Nina L. Dunn, Secretary

CERTIFICATE

It is hereby certified that:

1. The above Amended and Restated Articles of Incorporation contains an amendment to the Articles of Incorporation requiring shareholder approval.

2. Articles I and II of the Articles of Incorporation are hereby amended so as henceforth to read as set forth in the Restated Articles of Incorporation above and such Restated Articles of Incorporation supersede the original Articles of Incorporation.

3. The date of adoption of the aforesaid amendments was November 22, 2002.

4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.

5. The number of votes cast for the said amendments and restatement by said voting group of shareholders was sufficient for the approval thereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 27th day of November 2002.

PARAVANT INC.


Nina L. Dunn, Secretary

**DIRECTORS AND OFFICERS OF
SUBSIDIARY AFTER THE EFFECTIVE TIME**

The following individuals will be the directors of Subsidiary after the Effective Time, until their respective successors are duly elected or appointed and qualified:

Richard A. Schneider
Nina L. Dunn

The following individuals will be the officer of Subsidiary after the Effective Time, until their respective successors are duly appointed:

William R. Craven	President
John Zisko	Vice President
James E. Clifford	Secretary