

NJH

F94881

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

ANEDYN, INC.

Certificate of Status	0
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Merger

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07/29/02

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ANEDYN POWER COMPANY, a Florida corporation, F94881

INTO

ANEDYN, INC., a Georgia entity not qualified in Florida.

File date: July 26, 2002

Corporate Specialist: Darlene Connell

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Articles of Merger
of
Anedyn Power Company
and
Anedyn, Inc.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. The Agreement and Plan of Merger, in the form attached hereto, is for the purpose of merging Anedyn Power Company with and into Anedyn, Inc., a Georgia corporation.

2. The shareholders entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written action of the sole shareholder of Anedyn Power Company, dated July 15, 2002.

3. The merger of Anedyn Power Company with and into Anedyn, Inc. is permitted by the laws of the jurisdiction of organization of Anedyn, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the shareholder of Anedyn, Inc. was July 15, 2002.

4. The effective time and date of the merger herein provided for in the State of Florida shall be when filed.

Executed on July 17, 2002.

Anedyn Power Company

By: 

H. Montgomery Hodgen
Secretary

Anedyn, Inc.

By: 

H. Montgomery Hodgen
Secretary

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into as of this 15th day of July, 2002, by and among Anedyn, Inc. ("Anedyn" or the "Surviving Corporation"), a Georgia corporation; Anedyn Power Company (Anedyn Power"), a Florida corporation; DynAir Technical Services, Inc. ("DynAir"), a Delaware corporation; Electric Utility Construction, Inc. ("EUC"); a Kentucky corporation, and OLDHD Systems, Inc. ("OLDHD"), a Texas corporation,

WITNESSETH THAT: each of the parties is a wholly owned subsidiary of DynCorp, a Delaware corporation;

WHEREAS, the parties desire to merge as set forth more fully below;

WHEREAS, the board of directors of each of the parties has recommended approval of this Agreement and Plan of Merger to its sole stockholder; and

WHEREAS, the sole stockholder of each of the parties, has approved this Agreement and Plan of Merger,

NOW THEREFORE, the parties do hereby enter into this Agreement and Plan of Merger and further agree as follows:

1. Anedyn Power, DynAir, EUC, and OLDHD (the "Disappearing Corporations") shall merge into Anedyn, which shall be the Surviving Corporation of such merger.
2. All outstanding shares of stock and all treasury shares of stock of the Disappearing Corporations shall be cancelled.
3. The outstanding shares of Anedyn shall be the outstanding shares of the Surviving Corporation.
4. The articles and bylaws of Anedyn as in effect at the moment prior to the merger shall be the articles and bylaws of the Surviving Corporation.
5. The board of directors of Anedyn shall be the board of directors of the Surviving Corporation.
6. The merger shall become effective upon filing of Articles of Merger with the Secretary of State of Georgia.