

H61988

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BAR MERGERCO, INC., a Florida corporation, document number  
P97000014270

INTO

REFLECTONE, INC., a Florida corporation, H61988

File date: May 20, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50

H61988



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 396515 4326591

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : May 19, 1997

ORDER TIME : 12:03 PM

ORDER NO. : 396515-005

CUSTOMER NO: 4326591

CUSTOMER: Curt P. Creely, Esq  
Fowler White Gillen Boggs  
501 East Kennedy Boulevard  
Suite 1700  
Tampa, FL 33602

FILED  
97 MAY 20 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

BAR MERGERCO, INC.

100002185481--4

INTO

REFLECTONE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

*Merge  
5/20*

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97 MAY 20 PM 1:30

## ARTICLES OF MERGER

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These ARTICLES OF MERGER, dated as of May 20, 1997, provide for the merger of BAR MERGERCO, INC., a Florida corporation ("Mergerco"), with and into REFLECTONE, INC., a Florida corporation ("Reflectone"), with Reflectone being the surviving corporation.

### ARTICLE I PLAN OF MERGER

A copy of the Plan of Merger pursuant to which Mergerco will be merged with and into Reflectone is attached hereto as Appendix A and incorporated herein by this reference.

### ARTICLE II EFFECTIVE DATE

The merger of Mergerco with and into Reflectone shall be effective as of the date of the filing of these Articles of Merger with the Secretary of State of the State of Florida.

### ARTICLE III ADOPTION OF PLAN OF MERGER

The Plan of Merger was duly adopted by the Board of Directors of Mergerco by written consent dated as of February 13, 1997, pursuant to Section 607.0821 of the Florida Business Corporation Act and duly approved by the sole shareholder of Mergerco by written consent dated as of February 13, 1997, pursuant to Section 607.0704 of the Florida Business Corporation Act.

The Plan of Merger was adopted by the Board of Directors of Reflectone at a meeting duly held on February 13, 1997, and approved by the holders of a majority of the outstanding shares of each class of capital stock of Reflectone entitled to vote at a special meeting duly held on May 20, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of Mergerco and Reflectone by their duly authorized officers as of the date first above written.

BAR MERGERCO, INC.

By: \_\_\_\_\_

*Charles E. Gaba*  
Charles E. Gaba

Vice President and Secretary

FILED  
97 MAY 20 1997  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

REFLECTONE, INC.

By: R. G. Snyder  
Richard G. Snyder  
President and Chief Executive Officer

APPENDIX A

**PLAN OF MERGER**

PLAN OF MERGER adopted by BAR MERGERCO, INC., a Florida corporation ("Mergerco"), and REFLECTONE, INC., a Florida corporation ("Reflectone").

1. Pursuant to the provisions of the Florida Business Corporation Act, Mergerco will be merged into Reflectone, with Reflectone being the surviving corporation (the "Surviving Corporation").

2. The Bylaws of Mergerco as in effect immediately prior to the effective time of the merger shall be the Bylaws of the Surviving Corporation until duly amended in accordance with the terms thereof and the Florida Business Corporation Act.

3. The directors of Reflectone immediately prior to the effective time of the merger shall be, from and after the effective time of the merger, the directors of the Surviving Corporation, and the executive officers of Reflectone immediately prior to the effective time of the merger shall be the initial officers of the Surviving Corporation, in each case until their successors have been duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law.

4. At the effective time of the merger, (i) each share of Mergerco Common Stock, par value \$.01 per share, issued and outstanding immediately prior to the effective time of the merger shall be converted into and exchanged for one newly and validly issued, fully paid and nonassessable share of common stock, par value \$.10 per share, of the Surviving Corporation; (ii) each share of Reflectone common stock, par value \$.10 per share, and Reflectone 8% Cumulative Convertible Preferred Stock, par value \$1.00 per share, owned by British Aerospace Holdings, Inc., a Delaware corporation ("Holdings"), and each share of Reflectone capital stock that is held in the treasury of Reflectone, immediately prior to the effective time of the merger shall be cancelled and extinguished without any conversion right thereof and no consideration shall be delivered or deliverable in exchange therefor; (iii) each share of Reflectone common stock, par value \$.10 per share, issued and outstanding immediately prior to the effective time of the merger (other than any shares owned by Holdings or held in the treasury of Reflectone) shall be converted into and represent the right to receive an amount in cash equal to \$24.00, payable to the holder thereof, without any interest thereon, less any required back-up withholding taxes.

5. Mergerco and Reflectone agree that they will cause to be executed and filed and/or recorded any document or documents required by the laws of the State of Florida to be executed, filed, and/or recorded by them, and that they will cause to be performed all acts necessary to consummate the merger.

6. The Board of Directors and the proper officers of Mergerco and Reflectone, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger.

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THE UNITED STATES  
CORPORATION  
COMPANY

#61988

ACCOUNT NO. : 072100000032

REFERENCE : 396515 4326591

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 87.50

ORDER DATE : May 19, 1997

ORDER TIME : 12:05 PM

ORDER NO. : 396515-010

CUSTOMER NO: 4326591

CUSTOMER: Curt P. Creely, Esq  
Fowler White Gillen Boggs  
501 East Kennedy Boulevard  
Suite 1700  
Tampa, FL 33602

FILED  
97 MAY 20 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: REFLECTONE, INC.

300002185483--8

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

AM 7/1-20

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AMENDED AND RESTATED OF  
ARTICLES OF INCORPORATION OF  
REFLECTONE, INC.

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The following are the Amended and Restated Articles of Incorporation of Reflectone, Inc. (hereafter referred to as the "Corporation"), a corporation for profit originally incorporated under the laws of the State of Florida on June 14, 1985, under the name "Reflectone Merge Subsidiary, Inc." The following Amended and Restated Articles of Incorporation have been duly approved by the sole shareholder and all of the members of the Board of Directors of the Corporation by unanimous written consent effective as of May 20, 1997. Accordingly, the number of votes cast for such Amended and Restated Articles of Incorporation was sufficient for approval.

ARTICLE I - NAME

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

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are hereby executed on behalf of the Corporation effective as of the 20th day of May, 1997.

REFLECTONE, INC.

By: \_\_\_\_\_

*R. G. Snyder*

Richard G. Snyder, President