

P13497

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MERGER OR SHARE EXCHANGE

SMITHS AEROSPACE, INC.

EFFECTIVE DATE
8-2-03

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 1, 2003

SMITHS AEROSPACE, INC.
101 LINDENWOOD DR
SUITE 125
MALVERN, PA 19355US

SUBJECT: SMITHS AEROSPACE, INC.
REF: P13497

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE NAME OF THE MERGING CORPORATION SHOULD READ AS FOLLOWS THROUGHOUT THE DOCUMENT: LAMBDA NOVATRONICS INC.

THE DATE LISTED IN THE FIRST PARAGRAPH OF THE PLAN OF MERGER IS INCOMPLETE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
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FAX Aud. #: H03000244887
Letter Number: 003A00044428

ARTICLES OF MERGER
OF
LAMBDA NOVATRONICS, INC.
(a Florida corporation)
WITH AND INTO
SMITHS AEROSPACE, INC.
(a Delaware corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-2-03

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), the undersigned corporations adopt the following articles of merger:

FIRST: The name of the surviving entity is Smiths Aerospace, Inc. (the "Parent Corporation"), and the place of its organization is the jurisdiction of Delaware. The name and place of organization of the entity being merged into the Parent Corporation is Lambda Novatronics Inc. (the "Subsidiary Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), organized in the jurisdiction of Florida, the laws of which permits this merger. The Subsidiary Corporation is a wholly owned subsidiary of the Parent Corporation.

SECOND: A Plan of Merger (the "Plan") was adopted by each of the Constituent Corporations.

THIRD: Pursuant to Section 607.1104 of the FBCA, the Plan was duly approved by unanimous consent of the board of directors of the Parent Corporation, and approval of shareholders of the Parent Corporation and the Subsidiary Corporation is not required.

FOURTH: The complete executed Plan is attached hereto as Exhibit A.

FIFTH: The Constituent Corporations have complied with laws of their respective jurisdiction of organization concerning this merger.

SIXTH: The merger shall become effective at 11:59 p.m. on August 2, 2003.

IN WITNESS WHEREOF, Lambda Novatronics Inc. and Smiths Aerospace, Inc. have each caused these Articles of Merger to be signed as of this 31st day of July, 2003.

LAMBDA NOVATRONICS INC.

By: 

Name: Michael J. Pedrick

Title: Secretary

SMITHS AEROSPACE, INC.

By: _____

Name:

Title:

IN WITNESS WHEREOF, Lambda Novatronics Inc. and Smiths Aerospace, Inc. have each caused these Articles of Merger to be signed as of this 21st day of July, 2003.

LAMBDA NOVATRONICS INC.

By: _____
Name:
Title:

SMITHS AEROSPACE, INC.

By: David Kuckelman
David Kuckelman
Secretary

Exhibit A

Plan of Merger

Exhibit A

PLAN OF MERGER

OF

LAMBDA NOVATRONICS, INC.
(a Florida corporation)

WITH AND INTO

SMITHS AEROSPACE, INC.
(a Delaware corporation)

PLAN OF MERGER (the "Plan of Merger"), dated as of July 30, 2003, by and between Lambda Novatronics, Inc., a corporation organized and existing under the laws of the State of Florida ("Lambda") and Smiths Aerospace, Inc., a corporation organized and existing under the laws of the State of Delaware ("Smiths Aerospace"), with reference to the following recitals:

A. Lambda is a Florida corporation whose authorized capital stock consists of 100 shares of common stock with a par value of \$0.10 per share (the "Lambda Common Stock"), of which 100 shares are issued and outstanding to Smiths Aerospace.

B. Smiths Aerospace is a Delaware corporation whose authorized capital stock consists of 1,000 shares of common stock with a par value of \$0.01 per share (the "Smiths Aerospace Common Stock"), of which 1,000 shares are issued and outstanding to Smiths Group North America, Inc., a Florida corporation, and 100 shares of preferred stock with a par value of \$0.01 per share (the "Smiths Aerospace Preferred Stock"), of which 100 shares are issued and outstanding to Smiths Group PP, Inc., a Delaware corporation.

C. The Board of Directors of Smiths Aerospace has adopted resolutions approving this Plan of Merger in accordance with the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act ("FBCA"); as applicable.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. Smiths Aerospace and Lambda (such corporate parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Corporations") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan of Merger.

2. Merger; Service of Process. At the Effective Time (as defined in Section 3 hereof), Lambda shall be merged with and into Smiths Aerospace, which latter corporation shall be, and

is hereinafter sometimes referred to as, the "Surviving Corporation." The Surviving Corporation, which shall continue to be governed by the laws of the State of Delaware, hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Lambda, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger. A copy of such process shall be mailed by the Secretary of State of the State of Delaware to the Surviving Corporation at The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801.

3. Filing and Effective Time. A Certificate of Ownership and Merger to be filed with the Secretary of the State of the State of Delaware in accordance with Section 253 of the DGCL and Articles of Merger of Lambda into Smiths Aerospace under Section 607.1104 of the FBCA to be filed with the Department of State of the State of Florida shall be delivered to the appropriate state official for filing. The Merger shall become effective at 11:59 p.m. on August 2, 2003 (the "Effective Time").

4. Articles of Incorporation. At the Effective Time, the Articles of Incorporation of Smiths Aerospace shall be and thereafter remain the Articles of Incorporation of the Surviving Corporation, until amended in accordance with applicable law, and the Surviving Corporation shall continue to be a corporation organized and governed by the laws of the State of Delaware.

5. Bylaws. At the Effective Time, the Bylaws of Smiths Aerospace shall be and thereafter remain the Bylaws of the Surviving Corporation until altered, amended or repealed in the manner therein provided in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.

6. Directors and Officers. At the Effective Time, the directors and the officers of Smiths Aerospace shall be the directors and the officers of the Surviving Corporation; each such director and officer shall hold office until his resignation or removal, in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the DGCL and the FBCA.

8. Further Assurances. Each of the Constituent Corporations shall use their best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Plan of Merger. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of Lambda acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, Lambda and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and

directors of the Surviving Corporation are fully authorized in the name of Lambda or otherwise to take any and all such action.

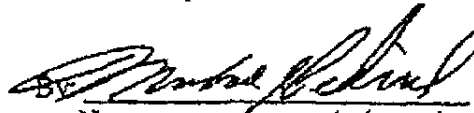
9. Capital Stock. At the Effective Time, each share of Lambda Common Stock, issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and cease to exist. At the Effective Time, each issued and outstanding share of Smiths Aerospace Common Stock and Smiths Aerospace Preferred Stock shall continue to be issued and outstanding and shall represent shares of stock of the Surviving Corporation.

10. Amendment or Termination. This Plan of Merger may be amended or terminated at any time on or before the Effective Date by agreement of the Boards of Directors of the Constituent Corporations.

11. Counterparts. This Plan of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

IN WITNESS WHEREOF, the parties hereto pursuant to the approval and authority duly given by resolutions adopted by the Board of Directors of Smiths Aerospace, have duly executed this Plan of Merger as of the day and year first written above.

LAMBDA NOVATRONICS INC.
a Florida corporation

By: 
Name: Michael J. Peacock
Title: Secretary

SMITHS AEROSPACE, INC.
a Delaware corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto pursuant to the approval and authority duly given by resolutions adopted by the Board of Directors of Smiths Aerospace, have duly executed this Plan of Merger as of the day and year first written above.

LAMBDA NOVATRONICS INC.
a Florida corporation

By: _____
Name:
Title:

SMITHS AEROSPACE, INC.
a Delaware corporation

By: *Ronald C. Albrecht*
Name: *Ronald C. Albrecht*
Title: *Vice President*