

**P22480**

## Florida Department of State

Division of Corporations  
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To:

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

EFFECTIVE DATE  
**12-31-09**

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

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

Email Address:

pat.huff@baesystems.com

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 DEC 30 AM 9:42

FILED

**MERGER OR SHARE EXCHANGE  
BAE SYSTEMS SCIENCE & TECHNOLOGY INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

2009 DEC 30 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pat Huff*  
**12/31/09**

~~EFFECTIVE DATE~~  
12-31-09  
**ARTICLES OF MERGER**  
(Profit Corporations)

**FILED**  
2009 DEC 30 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>BAE Systems Science &amp; Technology Inc.</u>	<u>Ohio</u>	<u>P22490</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>BAE Systems Aerospace Services Inc.</u>	<u>Florida</u>	<u>P97000102082</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR 12 / 31 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/30/09 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/30/09 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

BAE Systems Science & Technology Inc. Paul W. Cobb, Jr.

Paul W. Cobb, Jr., Assistant Secretary

BAE Systems Aerospace Services Inc. Paul W. Cobb, Jr.

Paul W. Cobb, Jr., Assistant Secretary

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**(Merger of subsidiary corporation(s))**

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

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

### Jurisdiction

Ohio

**The name and jurisdiction of each subsidiary corporation:**

### Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the 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:

Each share of Aerospace Services capital stock issued and outstanding at the Effective Date of the merger shall be surrendered to BAE Systems Science & Technology Inc. and cancelled by BAE Systems Science & Technology Inc..

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

On the Effective Date of the merger, BAE Systems Aerospace Services Inc. shall be merged into and with BAE Systems Science & Technology Inc., which shall continue in existence as the surviving corporation, and thereupon the separate existence of BAE Systems Aerospace Services Inc. shall cease, all in accordance with the appropriate laws of Ohio and Florida.