

P22480

Florida Department of State
Division of Corporations
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To: Division of Corporations
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EFFECTIVE DATE
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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

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MERGER OR SHARE EXCHANGE
BAE SYSTEMS SCIENCE & TECHNOLOGY INC.

Certificate of Status	0
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ARTICLES OF MERGER
(Profit Corporations)

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>BAB Systems Science & 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>BAB 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)

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.