P38406

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

EFFECTIVE DATE 12/31/07

(((H07000302283 3)))

H070003022833ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED
2007 DEC 19 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5926

RECEIVED
2007 DEC 19 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

L-3 COMMUNICATIONS TITAN CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	$70.00

ASR
12/19/07

Electronic Filing Menu Corporate Filing Menu Help

EFFECTIVE DATE 12/31/07

FILED

2007 DEC 19 PM 3:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

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:

Name	Jurisdiction	Document Number (If known/ applicable)
L-3 Communications Titan Corporation	Delaware	P38406

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
SYColeman Corporation	Florida	F02002

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 / 07 at 11:54 pm (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 December 13, 2007.

The Plan of Merger was adopted by the board of directors of the surviving corporation on ________________ 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 December 13, 2007.

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

(Attach additional sheets if necessary)

FL046 - 11/30/05 C T System Online

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
L-3 Communications Titan Corporation	12/13/2007	Christopher C. Cambria/ Vice President
SYColeman Corporation	12/13/2007	Christopher C. Cambria/ Vice President

FL046 - 12/10/05 C T System Online

PLAN AND AGREEMENT OF MERGER
of

SYCOLEMAN CORPORATION
(a Florida corporation)

and

L-3 COMMUNICATIONS TITAN CORPORATION
(a Delaware corporation)

THIS PLAN AND AGREEMENT OF MERGER, dated as of December 13, 2007, between SYCOLEMAN CORPORATION, a Florida corporation (the "Merging Corporation"), and L-3 COMMUNICATIONS TITAN CORPORATION, a Delaware corporation (the "Surviving Corporation").

RECITALS

A. The Merging Corporation and the Surviving Corporation deem it advisable and in their best interests to merge the Merging Corporation into the Surviving Corporation upon the terms and conditions hereinafter set forth.

B. L-3 Communications Corporation, a Delaware corporation ("Parent"), is the sole shareholder of the Merging Corporation and the Surviving Corporation.

C. The Merging Corporation has an authorized capital of 50,000,000 shares of common stock, par value $0.001 per share, of which 100 shares are issued and outstanding. The Surviving Corporation has an authorized capital of 200,000,000 shares of common stock, par value $0.01 per share, of which 100 shares are issued and outstanding, and 5,000,000 shares of preferred stock, par value $1.00 per share, of which no shares are issued and outstanding.

D. The board of directors of each of the Merging Corporation and the Surviving Corporation, has adopted resolutions approving this Plan and Agreement of Merger (this "Plan") and the merger of the Merging Corporation with and into the Surviving Corporation, in accordance with the Florida Business Corporation Act (the "FBCA") and the Delaware General Corporation Law (the "DGCL"), and directing that this Plan be submitted for approval by Parent as its sole shareholder. Parent, in its capacity as sole shareholder of the Merging Corporation and the Surviving Corporation, has approved this Plan and the Merger contemplated hereby.

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

1. Parties to Merger. At the Effective Time (as defined in Section 3), the Merging Corporation shall be merged with and into the Surviving Corporation, in accordance with the FBCA and DGCL and the terms and conditions of this Plan, and the separate corporate existence of the Merging Corporation shall cease (such transaction being hereinafter referred to as the "Merger"). The existence of the Surviving Corporation shall continue unimpaired and unaffected by the Merger.

2. Conversion of Shares. Each share of common stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall by virtue of the Merger be cancelled and no consideration shall be delivered in exchange therefor. The common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

3. Filing and Effective Time. Articles or a certificate of merger, as the case may be, and such other documents and instruments are required by, and complying in all respects with the FBCA and the DGCL shall be delivered to the appropriate state officials for filing. The Merger shall become effective at 11:54 p.m. on December 31, 2007 (the "Effective Time").

4. Charter and By-Laws; Directors and Officers. The charter and by-laws of the Surviving Corporation as in effect immediately prior to the Effective Time shall, from and after the Effective Time, continue to be the charter and by-laws of the Surviving Corporation, until thereafter altered, amended or repealed as provided therein and in accordance with applicable law. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall, from and after the Effective Time, continue to be the directors and officers of the Surviving Corporation, until their respective successors are duly elected or appointed and shall qualify or their earlier resignation or removal.

5. Further Assurances. The Merging Corporation, at any time, or from time to time, as and when requested by the Surviving Corporation, or its successors and assigns, shall execute and deliver, or cause to be executed and delivered, in the name of the Merging Corporation, by its last acting officers or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds or other instruments, and shall take or cause to be taken such further action as the Surviving Corporation or its successors and assigns may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege or franchise or to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all of the property, rights, privileges, powers, immunities, franchises and interests of the Merging Corporation and otherwise to carry out the intent and purposes of this Plan.

6. Termination. This Plan may be terminated by the board of directors of either of the Merging Corporation or the Surviving Corporation at any time prior to the

L:\Merger\Plan and Agreements of Merger\Plan and Agreement of Merger - SYColeman & Titan.doc

Effective Time and notwithstanding any approval of the Plan by the shareholders of the Merging Corporation and/or the Surviving Corporation.

7. Interpretation. The deceptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Plan. Words used in this Plan, regardless of the gender or number specifically used, shall be deemed to include any other gender, masculine, feminine or neuter, and any other number, singular or plural, as the contest may require.

8. Counterparts. This Agreement may be signed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the date first written above.

SYCOLEMAN CORPORATION

By: ______________________
Name: Christopher C. Cambria
Title: Vice President and Secretary

L-3 COMMUNICATIONS TITAN CORPORATION

By: ______________________
Name: Christopher C. Cambria
Title: Vice President and Secretary