

P93000078035

CT CORPORATION SYSTEM

CORPORATION(S) NAME

J.I.T. Idustries, Inc., J.I.T. Industries of TN, Inc., and J.I.T. Industries of T

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2001 OCT 24 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Profit
☐ Nonprofit

☐ Foreign

☐ Limited Partnership

☐ LLC

☐ Certified Copy

☐ Amendment

☐ Dissolution/Withdrawal

☐ Reinstatement

☐ Annual Report

☐ Name Registration

☐ Fictitious Name

☐ Photocopies

☒ Merger

☐ Mark

☐ Other

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette OCT 24 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

J.I.T. INDUSTRIES, INC., a Florida corporation, P93000078035
J.I.T. INDUSTRIES OF TN, INC., a Tennessee corporation not qualified in
Florida
J.I.T. INDUSTRIES OF TX, INC., a Texas corporation not qualified in Florida

INTO

AEROSPACE SUB, INC., a Delaware entity not qualified in Florida.

File date: October 24, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

of

J.I.T. INDUSTRIES, INC. and
J.I.T. INDUSTRIES OF TN, INC. and
J.I.T. INDUSTRIES OF TX, INC.

into

AEROSPACE SUB, INC.

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The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105F.S.:

1. The name and jurisdiction of incorporation of the surviving corporation of the merger of J.I.T. Industries, Inc. and J.I.T. Industries of TN, Inc. and J.I.T. Industries of TX, Inc. into Aerospace Sub, Inc. is as follows:

<u>Name of Surviving Corporation</u>	<u>Jurisdiction of Incorporation</u>
Aerospace Sub, Inc.	Delaware

2. The name and jurisdiction of incorporation of each corporation which is to be merged out of existence in connection with the merger of J.I.T. Industries, Inc. and J.I.T. Industries of TN, Inc. and J.I.T. Industries of TX, Inc. into Aerospace Sub, Inc. is as follows:

<u>Name of Merging Corporation</u>	<u>Jurisdiction of Incorporation</u>
J.I.T. Industries, Inc.	Florida
J.I.T. Industries of TN, Inc.	Tennessee
J.I.T. Industries of TX, Inc.	Texas

3. A true and complete copy of the Plan and Agreement of Merger is attached hereto as Exhibit "A".

4. The merger shall become effective on the last to occur of: (a) the filing of Articles of Merger with the Florida Secretary of State; (b) the filing of Articles of Merger with

the Tennessee Secretary of State; (c) the filing of Articles of Merger with the Texas Secretary of State; and (d) the filing of a Certificate of Merger with the Delaware Secretary of State.

5. The Plan and Agreement of Merger was adopted by the shareholders of Aerospace Sub, Inc., the surviving corporation of the merger, on October 22, 2001.

6. The Plan and Agreement of Merger was adopted by the shareholders of J.I.T. Industries, Inc., a corporation to be merged, on October 22, 2001.

7. The Plan and Agreement of Merger was adopted by the shareholders of J.I.T. Industries of TN, Inc., a corporation to be merged, on October 22, 2001.

8. The Plan and Agreement of Merger was adopted by the shareholders of J.I.T. Industries of TX, Inc., a corporation to be merged, on October 22, 2001.

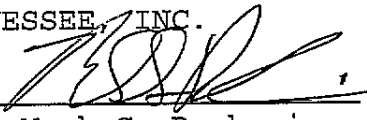
9. These Articles of Merger of J.I.T. Industries, Inc. and J.I.T. Industries of TN, Inc. and J.I.T. Industries of TX, Inc. into Aerospace Sub, Inc. are being delivered to the Secretary of State of Florida for filing pursuant to the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger by their respective duly authorized officers on and as of the 22nd day of October, 2001.

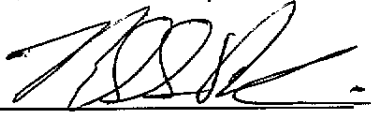
AEROSPACE SUB, INC.

By: 
Name: Mark G. Barberio
Title: Secretary

J.I.T. INDUSTRIES OF
TENNESSEE, INC.

By: 
Name: Mark G. Barberio
Title: Secretary

J.I.T. INDUSTRIES, INC.

By: 
Name: Mark G. Barberio
Title: Secretary

J.I.T. INDUSTRIES OF
TEXAS, INC.

By: 
Name: Mark G. Barberio
Title: Secretary

PLAN AND AGREEMENT OF MERGER

Plan and Agreement of Merger, dated as of October 22, 2001, by and between Aerospace Sub, Inc., a Delaware corporation with offices at 501 John James Audubon Parkway, Amherst, New York, ("Aerospace Sub"), and J.I.T. Industries, Inc., a Florida corporation with offices at 501 John James Audubon Parkway, Amherst, New York ("JIT"); J.I.T. Industries of TN, Inc., a Tennessee corporation with offices at 501 John James Audubon Parkway, Amherst, New York ("JIT of Tennessee"); and J.I.T. Industries of TX, Inc., a Texas corporation with offices at 501 John James Audubon Parkway, Amherst, New York ("JIT of Texas").

RECITALS:

The Boards of Directors of Aerospace Sub, JIT, JIT of Tennessee and JIT of Texas (hereinafter collectively referred to as the "Constituent Corporation") deem it advisable and in the best interests of each such corporation and their respective stockholders that JIT, JIT of Tennessee and JIT of Texas be merged with and into Aerospace Sub in accordance with the terms of this Plan and Agreement of Merger (the "Merger").

The Boards of Directors of the Constituent Corporations have adopted resolutions authorizing and approving the proposed merger of JIT, JIT of Tennessee and JIT of Texas with and into Aerospace Sub according to the terms and conditions of this Plan and Agreement of Merger, authorizing the submission to their respective shareholders of the proposal to approve the merger of JIT, JIT of Tennessee and JIT of Texas with and into Aerospace Sub according to the terms and conditions of this Plan and Agreement of Merger and recommending the approval by their respective shareholders of the proposal to merge JIT, JIT of Tennessee and JIT of Texas with and into Aerospace Sub according to the terms and conditions of this Plan and Agreement of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

EXHIBIT A

ARTICLE 1.
THE MERGER

1.01 Surviving Corporation. At the Effective Time (as defined in Article 6 hereof), each of JIT, JIT of Tennessee and JIT of Texas shall be merged with and into Aerospace Sub (sometimes referred to herein as the "Surviving Corporation"), which shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of each of JIT, JIT of Tennessee and JIT of Texas shall thereupon cease. The Merger shall be completed pursuant to the provisions of the Delaware General Corporation Law.

1.02 Effects of the Merger. The Merger shall have the effects set forth in the Delaware General Corporation Law, including without limitation, upon the effectiveness of the Merger: (a) the separate existence of each of JIT, JIT of Tennessee and JIT of Texas shall cease; (b) Aerospace Sub, as the Surviving Corporation shall possess all of the rights, privileges, powers, immunities, purposes and franchises, both public and private, of each of the Constituent Corporations; (c) all real and personal property, tangible and intangible, of every kind and description belonging to the Constituent Corporations shall be vested in Aerospace Sub as the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; (d) Aerospace Sub, as the Surviving Corporation shall be liable for all the obligations and liabilities of each of the Constituent Corporations and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be enforced as if the Merger had not taken place; and (e) neither the rights of creditors nor any liens upon or security interests in the property of any of the Constituent Corporations shall be impaired by the Merger.

ARTICLE 2.
SHAREHOLDER APPROVAL

2.01 Shareholder Approval. The terms of this Plan and Agreement of Merger shall be submitted to the shareholders of each of J.I.T. Industries, Inc., J.I.T. Industries of TN, Inc., J.I.T. Industries of TX, Inc. and Aerospace Sub, Inc. for their approval. The submission of this Plan and Agreement of Merger to the shareholders of J.I.T. Industries, Inc., J.I.T. Industries of TN, Inc., J.I.T. Industries of TX, Inc. and

Aerospace Sub, Inc. shall be accompanied by a recommendation from the Board of Directors that the Merger, as provided for by this Plan and Agreement of Merger, be approved by the shareholders.

ARTICLE 3.

CERTIFICATE OF INCORPORATION AND BYLAWS

3.01 Certificate of Incorporation and By-laws of Surviving Corporation. At the Effective Time, the Certificate of Incorporation of Aerospace Sub, Inc., as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation. At the Effective Time, the Bylaws of Aerospace Sub, Inc. as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

ARTICLE 4.

DIRECTORS AND OFFICERS

4.01 Directors and Officers of Surviving Corporation. The persons who are directors or officers of Aerospace Sub at the Effective Time shall, immediately after the Effective Time, be the officers and directors of the Surviving Corporation, until their successors are elected or appointed in accordance with law.

ARTICLE 5.

MANNER AND BASIS OF CONVERTING SHARES

5.01 Conversion of Shares. The manner and basis of converting the shares of the Constituent Corporations in the Merger shall be as follows:

(a) Each of the 1000 shares of common stock of Aerospace Sub, Inc. having a par value of ten cents (\$.10) per share which are issued and outstanding immediately prior to the Effective Time shall continue to be an issued and outstanding share of common stock of Aerospace Sub, Inc., having a par value of ten cents (\$.10) per share, following the filing by the Delaware Secretary of State of the Certificate of Merger of J.I.T. Industries, Inc. and J.I.T. Industries of TN, Inc. and J.I.T. Industries of TX, Inc. with and into Aerospace Sub, Inc.

(b) Each share of common stock of J.I.T. Industries, Inc. having a par value of one dollar (\$1.00) per share which is issued and outstanding immediately prior to the Effective Time shall be cancelled without consideration at the Effective Time.

(c) Each share of common stock of J.I.T. Industries of TN, Inc. which is issued and outstanding immediately prior to the Effective Time shall be cancelled without consideration at the Effective Time.

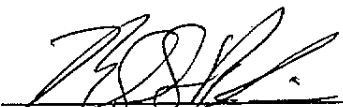
(d) Each share of common stock of J.I.T. Industries of TX, Inc. having a par value of one dollar (\$1.00) per share which is issued and outstanding immediately prior to the Effective Time shall be cancelled without consideration at the Effective Time.

ARTICLE 6. EFFECTIVE TIME

6.01 Effective Time. As used in this Plan and Agreement of Merger, the term "Effective Time" shall mean the time when the following actions shall have been completed: (a) this Plan and Agreement of Merger shall have been approved by the stockholders of Aerospace Sub, Inc. in accordance with the Delaware General Corporation Law; and (b) this Plan and Agreement of Merger shall have been approved by the stockholders of JIT in accordance with the Florida Business Corporation Act; (c) this Plan and Agreement of Merger shall have been approved by the stockholders of JIT of Tennessee in accordance with the Tennessee Business Corporation Act; (d) this Plan and Agreement of Merger shall have been approved by the stockholders of JIT of Texas in accordance with the Texas Business Corporation Act; (e) this Plan of Merger or an appropriate Certificate of Merger with respect to this Plan and Agreement of Merger shall have been duly filed with the Delaware Secretary of State in accordance with Section 252 of the Delaware General Corporation Law; (f) Articles of Merger have been duly filed with the Secretary of State of Tennessee in accordance with the Tennessee Business Corporation Act; (g) Articles of Merger shall have been filed with the Secretary of State of Florida in accordance with the Florida Business Corporation Act; and (h) Articles of Merger shall have been filed with the Secretary of State of Texas in accordance with the Texas Business Corporation Act.

IN WITNESS WHEREOF, the undersigned corporations have executed this Plan and Agreement of Merger as of the date first set forth above.

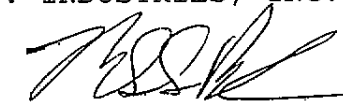
AEROSPACE SUB, INC.

By: 
Name: Mark G. Barberio
Title: Secretary

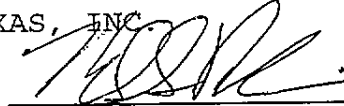
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