

Division of Corporations

Page 1 of 1

Florida Department of State
 Division of Corporations
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 Division of Corporations
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 08 MAY 27 AM 8:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

L-3 COMMUNICATIONS EO/IR, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$60.00

D. BRUCE

MAY 28 2008

EXAMINER

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EFFECTIVE DATE 5-30-08

Articles of Merger
For
Florida Profit or Non-Profit Corporation

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The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Wescam Air Ops LLC	Delaware	LLC F010000023320

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
L-3 Communications EO/IR, Inc.	Florida	Corporation P95000022415

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

EFFECTIVE DATE 5-30-08

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

At 11:59 pm on May 30, 2008

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:



SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, P.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
L-3 Communications EO/IR, Inc.		Christopher C. Cambria
Wescam Air Ops, LLC		Christopher C. Cambria

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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PLAN AND AGREEMENT OF MERGER
of

WESCAM AIR OPS LLC
(a Delaware limited liability company)

and

L-3 COMMUNICATIONS EO/IR, INC.
(a Florida corporation)

THIS PLAN AND AGREEMENT OF MERGER, dated as of May 20, 2008, between Wescam Air Ops LLC, a Delaware limited liability company (the "Merging Company"), and L-3 Communications EO/IR, Inc., a Florida corporation (the "Surviving Corporation").

RECITALS

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

B. The Surviving Corporation is the sole member of the Merging Company. Wecam Holdings (US) Inc., a Delaware corporation ("Parent"), is the sole shareholder of the Surviving Corporation.

C. The sole member of the Merging Company has adopted resolutions approving this Plan and Agreement of Merger (this "Plan") and the merger of the Merging Company with and into the Surviving Corporation, in accordance with the Florida Business Corporation Act (the "FBCA") and the Delaware Limited Liability Company Act (the "DLLCA"). The board of directors of the Surviving Corporation has adopted resolutions approving this Plan and the merger of the Merging Company with and into the Surviving Corporation in accordance with the FBCA and the DLLCA and directing that this Plan be submitted for approval by Parent as the sole shareholder of the Surviving Corporation. Parent, in its capacity as the sole shareholder of 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 Company shall be merged with and into the Surviving Corporation, in accordance with the FBCA, the DLLCA and the terms and conditions of this Plan, and

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the separate existence of the Merging Company 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 Interests and Shares. Each membership interest in the Merging Company 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 DLLCA shall be delivered to the appropriate state officials for filing. The Merger shall become effective at 11:59 p.m. on May 30, 2008 (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 Company, 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 Company, 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 Company 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 Effective Time and notwithstanding any approval of the Plan by the shareholders of the Merging Corporation and/or the Surviving Corporation.

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7. Interpretation. The descriptive 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 context 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.

WESCAM AIR OPS LLC

By: L-3 COMMUNICATIONS EO/IR, INC.
its sole member

By: 
Name:
Title: Christopher C. Cambria
Vice President, Secretary

L-3 COMMUNICATIONS EO/IR, INC.

By: 
Name:
Title: Christopher C. Cambria
Vice President, Secretary

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