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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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TALLAHASSEE, FLORIDA  
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RECEIVED  
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE  
Wescam Air Ops Inc.

EFFECTIVE DATE

12/31/09

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

merger  
12/15/09

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** L-3 Communications EO/IR, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip Code

Sunina.Vupchand @ L-3.com .Com  
E-mail address; (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Contact Person

At ( \_\_\_\_\_ ) \_\_\_\_\_  
Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE

12/31/09

**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>L-3 Communications EO/IR, Inc.</u>	<u>Florida</u>	<u>Corporation</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Wescam Air Ops Inc.</u>	<u>Delaware</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
09 DEC 23 AM 8:26

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.)  
at 11:59 pm

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 12/15/09

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 12/15/09

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)



**PLAN AND AGREEMENT OF MERGER**  
of

**WESCAM AIR OPS INC.**  
(a Delaware corporation)

and

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

THIS PLAN AND AGREEMENT OF MERGER, dated as of December 15, 2009, between Wescam Air Ops Inc., a Delaware corporation (the "Merging Corporation"), and L-3 Communications EO/IR, Inc., 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. The Surviving Corporation is the sole shareholder of the Merging Corporation. Wescam Holdings (US) Inc., a Delaware corporation ("WHUS"), is the sole shareholder of the Surviving Corporation.

C. 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 their respective shareholders. The Surviving Corporation, in its capacity as sole shareholder of the Merging Corporation, and WHUS, in its capacity as the sole shareholder of the Surviving Corporation, have each 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, the 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 11:59 p.m. on December 31, 2009 (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.

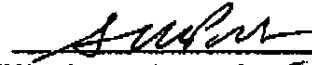
5. Further Assurances. The Merging Corporation, at any time, or from time to time, as and when requested by the Surviving Corporation, or its successors and assigns, shall execute and deliver, or cause to be executed and delivered, in the name of the Merging Corporation, by its last acting officers or 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. 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 context may require.


7. 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.

WECAM AIR OPS INC.

By:   
Name: STEVEN M. POST  
Title: SENIOR VICE PRESIDENT

L-3 COMMUNICATIONS EO/IR, INC.

By:   
Name: STEVEN M. POST  
Title: SENIOR VICE PRESIDENT

**Delaware Division of Corporations  
401 Federal Street – Suite 4  
Dover, DE 19901  
Phone: 302-739-3073  
Fax: 302-739-3812**

**Certificate of Merger**

Dear Sir or Madam:

Attached please find a Certificate of Merger form to be filed in accordance with the General Corporation Law of the State of Delaware. The fee to file the Certificate is a \$239.00. If your document is more than 1 page, please add \$9.00 for each additional page. You will receive a stamped "Filed" copy of your submitted document. A certified copy may be requested for an additional \$50. Expedited services are available. Please contact our office concerning these fees.

Contact our Franchise Tax Section concerning taxes due on any Delaware companies merging out of existence. A check for the tax payment and the filing/assessment fee must accompany the Certificate for filing. Please make your check payable to the "Delaware Secretary of State".

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State  
Division of Corporations

encl.  
rev. 07/04



**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of each constituent corporation is L-3 Communications EO/IR, Inc., a Florida corporation, and Wescam Air Ops, Inc.

a Delaware corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

**THIRD:** The name of the surviving corporation is L-3 Communications EO/IR, Inc., a FL corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The merger is to become effective on 12/31/2009 11:59 P.M.

**SIXTH:** The Agreement of Merger is on file at 600 Third Avenue New York, NY 10016, the place of business of the surviving corporation.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**EIGHT:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 600 Third Avenue New York, NY 10016.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 15<sup>TH</sup> day of December, A.D., 2009.

By:   
Authorized Officer

Name: Steven M. Post  
Print or Type

Title: Senior Vice President