

# PA8000008088

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.**

((H04000135657 3))

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

To: Division of Corporations  
Fax Number : (850) 205-0380

From: *Diana M. Guerra, Esq. 4546*  
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
Account Number : 075471001363  
Phone : (305) 374-5600  
Fax Number : (305) 374-5095

EFFECTIVE DATE  
7/1/04

*Effective date of merges shall be July 1, 2004*

## MERGER OR SHARE EXCHANGE

DRS TACTICAL SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

RECEIVED  
04 JUN 29 PM 4:23  
DIVISION OF CORPORATIONS

FILED  
04 JUN 29 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

31376-132178  
0948

6/30/04  
merge

Sf

H04000135657

EFFECTIVE DATE  
7/1/04

FILED  
04 JUN 29 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
DRS TACTICAL SYSTEMS (WEST), INC.  
WITH AND INTO  
DRS TACTICAL SYSTEMS, INC.

Pursuant to Section 607-1105 of the Florida Business Corporation Act

1. An Agreement and Plan of Merger has been duly adopted providing for the merger of DRS Tactical Systems, Inc., a Florida corporation, and DRS Tactical Systems (West), Inc., a Colorado corporation. DRS Tactical Systems, Inc. will be the survivor pursuant to section 607-1107 of the Florida Business Corporation Act. The Agreement and Plan of Merger is attached as Exhibit "A".

2. The Agreement and Plan of Merger was duly adopted by the unanimous written consent of the board of directors of DRS Tactical Systems, Inc. on June 23, 2004 and by the unanimous written consent of the board of directors of DRS Tactical Systems (West), Inc. on June 23, 2004. The sole shareholder of DRS Tactical Systems (West), Inc. adopted the Agreement and Plan of Merger by written consent on June 23, 2004. In accordance with Section 607.1103(7) of the Business Corporation Act of the State of Florida, shareholder approval of the plan of merger was not required for DRS Tactical Systems, Inc.

3. The effective date of the merger shall be July 1, 2004.

DRS TACTICAL SYSTEMS, INC.

By: Richard P. McNeight  
Name: Richard P. McNeight  
Title: President

DRS TACTICAL SYSTEMS (WEST), INC.

By: Richard P. McNeight  
Name: Richard P. McNeight  
Title: President

H04000135657

**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**DRS TACTICAL SYSTEMS, INC.**

**AND**

**DRS TACTICAL SYSTEMS (WEST), INC.**

AGREEMENT AND PLAN OF MERGER, dated as of June 23, 2004, between DRS Tactical Systems, Inc., a Florida corporation ("DRS Tactical Systems"), and DRS Tactical Systems (West), Inc., a Colorado corporation ("DRS Tactical Systems (West)"), said corporations sometimes hereinafter referred to jointly as the constituent corporations.

**WITNESSETH:**

WHEREAS, the respective boards of directors of DRS Tactical Systems and DRS Tactical Systems (West) have approved and adopted this Agreement and Plan of Merger and deem it advisable that DRS Tactical Systems (West) be merged with and into DRS Tactical Systems pursuant to this Agreement and Plan of Merger and the applicable laws of the State of Florida and the State of Colorado for purposes of corporate simplification and reduction of expenses; and

WHEREAS, Paravant Inc., the sole stockholder of DRS Tactical Systems (West), has consented to the proposed merger of DRS Tactical Systems (West) with and into DRS Tactical Systems;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, DRS Tactical Systems and DRS Tactical Systems (West), by their respective boards of directors, have agreed and do hereby agree, each with the other as follows:

**Article I**

DRS Tactical Systems (West) shall be merged with and into DRS Tactical Systems, in accordance with Section 607-1107 of the Florida Business Corporation Act and Section 7-111-107 of the Colorado Business Corporation Act, with DRS Tactical Systems surviving.

H04000135657

## Article II

The merger shall become effective upon the later of the filing of Articles of Merger with the Secretary of State of the State of Colorado and the State of Florida. Upon the merger becoming effective (the time when the merger shall become so effective being sometimes hereinafter referred to as the "effective date of the merger"):

1. The separate existence of DRS Tactical Systems (West) shall cease, and the merger shall have the effects specified in Section 7-111-106 of the Colorado Business Corporation Act and Section 607-1106 of the Florida Business Corporation Act;
2. The bylaws of DRS Tactical Systems as existing and constituted immediately prior to the effective date of the merger shall be and constitute the bylaws of the surviving corporation; and
3. The board of directors, and the members thereof, and the officers of DRS Tactical Systems immediately prior to the effective date of the merger shall be and constitute the board of directors, and the members thereof, and the officers of the surviving corporation.

## Article III

The Articles of Incorporation of DRS Tactical Systems shall not be amended in any respect by reason of this Agreement and Plan of Merger, and said Articles of Incorporation, as heretofore amended and as in effect on the effective date of the merger, shall continue in full force and effect and shall constitute the Articles of Incorporation of the surviving corporation until further amended in the manner provided by law.

## Article IV

On the effective date of the merger, all of the shares of DRS Tactical Systems (West) shall be exchanged for one hundred (100) shares of DRS Tactical Systems.

## Article V

DRS Tactical Systems, as the surviving corporation, shall pay all expenses of carrying this Agreement and Plan of Merger into effect and accomplishing the merger herein provided for.

## Article VI

If at any time the surviving corporation shall be considered or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of DRS Tactical Systems (West), the proper officers and directors of DRS Tactical Systems may, in the name of DRS Tactical Systems (West), execute and make all such proper assignments and assurances

H04000135657

in law and do all things necessary or proper to thus vest such property or rights in the surviving corporation, and otherwise carry out the purposes of this Agreement and Plan of Merger.

Article VII

Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by the mutual consent of the constituent corporations evidenced by the appropriate resolutions of their respective boards of directors at any time prior to the effective date of the merger.

IN WITNESS WHEREOF, DRS Tactical Systems and DRS Tactical Systems (West), pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused this Agreement and Plan of Merger to be executed as of the date first set forth above.

DRS TACTICAL SYSTEMS, INC.

By Richard P. McNeight  
Name: Richard P. McNeight  
Title: President

DRS TACTICAL SYSTEMS (WEST), INC.

By Richard P. McNeight  
Name: Richard P. McNeight  
Title: President

H04000135657