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Articles of Merger
Filed 12-20-02
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 30, 2002

CT Corporation System

Tallahassee, FL

Re: Document Number P99000036471

The Articles of Merger were filed December 20, 2002, for M/A-COM, INC., the surviving Florida entity.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6901, the Amendment Section.

Susan Payne
Senior Section Administrator
Division of Corporations

Letter Number: 502A00067815

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>M/A-COM, INC.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>M/A COM Tech, Inc.</u>	<u>Nevada</u>
<u>M/A-COM Ceram, Inc.</u>	<u>New York</u>
<u>M/A-COM Critical Radio Systems, Inc.</u>	<u>Pennsylvania</u>

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 / 20 / 02 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 12/16/02

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 12/16/02

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)

FILED
02 DEC 20 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
M/A-COM, INC.	<i>Rick D Hess</i>	Rick D. Hess, President
M/A COM Tech, Inc.	<i>Rick D Hess</i>	Rick D. Hess, President
M/A-COM Ceram, Inc.	<i>Rick D Hess</i>	Rick D. Hess, President
M/A-COM Critical Radio Systems, Inc.	<i>Rick D Hess</i>	Rick D. Hess, President

AGREEMENT AND PLAN OF MERGER

This agreement and plan of merger (this "Agreement and Plan of Merger") is dated as of the 16th day of December, 2002, by and among M/A-COM Tech Holdings, Inc., a Delaware corporation ("M/A-COM Holdings"), M/A-COM, INC., a Florida corporation ("M/A-COM"), M/A COM Tech, Inc., a Nevada Corporation ("M/A COM Tech"), M/A-COM Ceram, Inc., a New York Corporation ("M/A-COM Ceram") and M/A-COM Critical Radio Systems, Inc., a Pennsylvania corporation ("M/A-COM Critical"). Each of M/A COM Tech, M/A-COM Ceram, and M/A-COM Critical may be referred to herein as a "Merging Entity" and collectively as the "Merging Entities."

WHEREAS, M/A-COM Holdings owns all of the issued and outstanding shares of the capital stock of M/A-COM, M/A COM Tech, M/A-COM Ceram, and M/A-COM Critical; and

WHEREAS M/A-COM Holdings is desirous of merging M/A COM Tech, M/A-COM Ceram, and M/A-COM Critical with and into M/A-COM; and

WHEREAS, the Boards of Directors and shareholders of each party hereto have approved this Agreement and Plan of Merger pursuant to each entity's respective Articles of Incorporation (or comparable document) and By-Laws, and intend that this Agreement and Plan of Merger constitute a plan of reorganization for purposes of Section 368 of the Internal Revenue Code.

NOW, THEREFORE, IT IS AGREED:

1. That M/A COM Tech, M/A-Com Ceram and M/A-COM Critical shall be merged with and into M/A-COM (the "Merger").
2. That M/A-COM shall be the surviving corporation (the "Surviving Corporation") in the Merger.
3. That the Merger shall be effective as of December 20, 2002 (the "Effective Time") upon the filing of Articles of Merger (or comparable document) with the Secretary of State of the respective jurisdiction of incorporation of M/A-COM and each Merging Entity, pursuant to the legal requirements of each such jurisdiction.
4. That the Articles of Incorporation of M/A-COM in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.
5. That the By-Laws of M/A-COM in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation.
6. That the directors of M/A-COM immediately prior to the Effective Time shall be the directors of the Surviving Corporation and the officers of M/A-COM immediately prior to the Effective Time shall be the officers of the Surviving Corporation.
7. That each share of capital stock of each Merging Entity issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefore.

8. That at the Effective Time, M/A-COM shall possess all the rights, privileges, immunities, powers and purposes of the Merging Entities, and shall by operation of law assume and be liable for all the liabilities, obligations and penalties of the Merging Entities.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the duly authorized representatives of each of the above named corporations, effective as of the day and year first above written.

M/A-COM Tech Holdings, Inc.

By: Rick D. Hess
Rick D. Hess
President

M/A-COM, INC.

By: Rick D. Hess
Rick D. Hess
President

M/A COM Tech, Inc.

By: Rick D. Hess
Rick D. Hess
President

M/A-COM Ceram, Inc.

By: Rick D. Hess
Rick D. Hess
President

M/A-COM Critical Radio
Systems, Inc.

By: Rick D. Hess
Rick D. Hess
President