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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Smiths Aerospace, LLC

Certificate of Status	0
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Page Count	10
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
INTEGRATED AEROSPACE, INC.
(a Florida corporation)
WITH AND INTO
SMITHS AEROSPACE, LLC
(a Delaware limited liability company)

Pursuant to Section 607.1109
of the Florida Business Corporation Act

The undersigned officers Smiths Aerospace, LLC, a Delaware limited liability company ("Parent"), and Integrated Aerospace, Inc, a Florida corporation ("Subsidiary"), on behalf of such entities and pursuant to the provisions of Section 6-7.1109 of the Florida Business Corporation Act, hereby certifies as follows:

FIRST: Attached hereto as Exhibit A is a true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") by and between Parent and Subsidiary, by which Subsidiary is to be merged with and into Parent with Parent being the surviving entity of such Merger.

SECOND: The Plan of Merger was duly adopted and approved by Subsidiary in accordance with Section 607.1108 of the Florida Business Corporation Act, and the applicable provisions of the Florida Business Corporation Act.

THIRD: The Plan of Merger was duly adopted and approved by Parent in accordance with Section 18-209 of the Delaware Limited Liability Company Act, and the applicable provisions of the Delaware Limited Liability Company Act.

FOURTH: The merger shall be effective upon the filing of these Articles of Merger.

FIFTH: The address of the principal office of Parent in the State of Delaware is: The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801.

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SIXTH: Parent has appointed the Secretary of State of the State of Delaware as its agent of for service of process in a proceeding to enforce any obligation or rights of dissenting shareholders of Subsidiary.

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SEVENTH: Parent has agreed to promptly pay the dissenting shareholders of Subsidiary the amount, if any, to which such shareholder is entitled under Section 607.1302 of the Florida Business Corporation Act.

{Signature Page to Follow}

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IN WITNESS WHEREOF, Smiths Aerospace, LLC, a Delaware limited liability company, and Integrated Aerospace, Inc., a Florida corporation, have caused these Articles of Merger to be signed by the undersigned officers as of this 21st day of November, 2004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Smiths Aerospace, LLC
(a Delaware limited liability company)

By: David J. Kuckelman

Name: David J. Kuckelman
Title: Secretary

Integrated Aerospace, Inc.
(a Florida corporation)

By: _____

Name: Mark Silk
Title: President

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IN WITNESS WHEREOF, Smiths Aerospace, LLC, a Delaware limited liability company, and Integrated Aerospace, Inc., a Florida corporation, have caused these Articles of Merger to be signed by the undersigned officers as of this 24th day of November, 2004.

DEC -9 A 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Smiths Aerospace, LLC
(a Delaware limited liability company)

By: _____
Name: David J. Kuckelman
Title: Secretary

Integrated Aerospace, Inc.
(a Florida corporation)

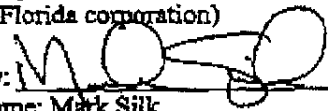
By:  _____
Name: Mark Silk
Title: President

EXHIBIT A
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**AGREEMENT AND PLAN OF MERGER
OF****INTEGRATED AEROSPACE, INC.**
(a Florida corporation)**WITH AND INTO****SMITHS AEROSPACE, LLC**
(a Delaware limited liability company)

AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of November 24, 2004 by and between Integrated Aerospace, Inc., a corporation organized and existing under the laws of the State of Florida ("Integrated"), and Smiths Aerospace, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("Aerospace"), with reference to the following recitals:

A. Integrated is a Florida corporation whose issued and outstanding shares of common stock (the "Integrated Common Stock") are solely held by Aerospace.

B. Each of the Boards of Directors of Integrated and Aerospace, the sole member of Aerospace and the sole stockholder of Integrated have adopted resolutions approving this Plan of Merger in accordance with the Delaware Limited Liability Company Act (the "Act") and the Florida Business Corporation Law (the "FBCL"), respectively.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. Integrated and Aerospace (such parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Entities") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan of Merger.

2. Merger; Service of Process. At the Effective Time (as defined in Section 3 hereof), Integrated shall be merged with and into Aerospace, which latter limited liability company shall be, and is hereinafter sometimes referred to as, the "Surviving Entity." The Surviving Entity, which shall continue to be governed by the laws of the State of Delaware, hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Integrated, as well as for enforcement of any obligation of the Surviving Entity arising from the merger.

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3. Filing and Effective Time. A Certificate of Merger to be filed with the Secretary of the State of Delaware in accordance with Section 18-209 of the Act shall be delivered to the appropriate state official for filing. Articles of Merger to be filed with the Secretary of State of the State of Florida pursuant to Section 607.1109 of the FBCL shall be delivered to the appropriate state official for filing. The Merger shall become effective at the time of the filing of the later of such Certificate of Merger or Articles of Merger (the "Effective Time").

4. Certificate of Incorporation. At the Effective Time, the Certificate of Formation of Aerospace shall be and thereafter remain the Certificate of Formation of the Surviving Entity, until amended in accordance with applicable law.

5. Bylaws. At the Effective Time, the Operating Agreement shall be and thereafter remain the Operating Agreement of the Surviving Entity until altered, amended or repealed in the manner therein provided in accordance with the Certificate of Formation and Operating Agreement of the Surviving Entity and applicable law.

6. Directors and Officers. At the Effective Time, the directors and the officers of Aerospace shall be the directors and the officers of the Surviving Entity; each such director and officer shall hold office until his resignation or removal, in accordance with the Certificate of Formation and Operating Agreement of the Surviving Entity and applicable law. The Board of Directors of the Surviving Entity, which are, by operation of the Operating Agreement of the Surviving Entity to act as the managers of the Surviving Entity are: David J. Kuckelman, Robert F. Ehr and Stephen L. Littauer. The address for each of the members of the Board of Directors is o/o Smiths Aerospace, LLC, 20501 Seneca Meadows Parkway, Germantown, Maryland 20876.

7. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the Act and Section 607.11101 of the FBCL.

8. Service of Process/Integrated Shareholder Claims. Parent hereby appoints the Secretary of State of the State of Delaware as its agent of for service of process in a proceeding to enforce any obligation or rights of dissenting shareholders of Subsidiary. Parent hereby agrees to promptly pay the dissenting shareholders of Subsidiary the amount, if any, to which such shareholder is entitled under Section 607.1302 of the Florida Business Corporation Act.

9. Further Assurances. Each of the Constituent Entities shall use their best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Plan of Merger. If at any time the Surviving Entity, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Entity its rights, title or interest in, to or under any of the rights, properties or assets of Integrated acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the merger, or (b) otherwise carry out the purposes of this Plan of Merger, Integrated and its proper officers and directors shall be deemed to have granted to the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and

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possession of such rights, properties or assets in the Surviving Entity and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and directors of the Surviving Entity are fully authorized in the name of Integrated or otherwise to take any and all such action.

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TALLAHASSEE, FLORIDA

10. Capital Stock. At the Effective Time, each share of Integrated Common Stock, issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and cease to exist. At the Effective Time, each issued and outstanding membership interest of Aerospace shall continue to be issued and outstanding and shall represent all of the membership interests of the Surviving Entity.

11. Amendment or Termination. Notwithstanding shareholder approval of this Plan of Merger, this Plan of Merger may be amended or terminated at any time on or before the Effective Date by agreement of the Boards of Directors of the Constituent Entities.

12. Counterparts. This Plan of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

{Signature Pages to Follow}

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IN WITNESS WHEREOF, the parties hereto pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors of Integrated and Aerospace the sole stockholder of Integrated and the sole member of Aerospace, have duly executed this Plan of Merger as of the day and year first written above.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITHS AEROSPACE, LLC,
a Delaware limited liability company

By: 
Name: David J. Kuckelman
Title: Secretary

INTEGRATED AEROSPACE, INC.,
a Florida corporation

By: _____
Name: Mark Silk
Title: President

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IN WITNESS WHEREOF, the parties hereto pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors of Integrated and Aerospace the sole stockholder of Integrated and the sole member of Aerospace, have duly executed this Plan of Merger as of the day and year first written above.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITHS AEROSPACE, LLC,
a Delaware limited liability company

By: _____
Name: David J. Kuckelman
Title: Secretary

INTEGRATED AEROSPACE, INC.,
a Florida corporation

By:  _____
Name: Mark Silk
Title: President