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ARTICLES OF MERGER Merger Sheet

MERGING:

SEXTANT HOLDINGS INC., a Delaware corporation

INTO

SEXTANT AVIONIQUE, INC., a Florida corporation, V48360.

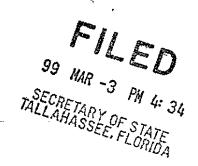
File date: March 3, 1999

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

OF

SEXTANT HOLDINGS INC. A Delaware Corporation



INTO

SEXTANT AVIONIQUE, INC. A Florida Corporation

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Sextant Holdings Inc., is a corporation organized under the laws of the State of Delaware, owning 100% of the shares of Sextant Avionique, Inc., a corporation organized under the law of the State of Florida.

SECOND: The Plan of Merger attached hereto as Exhibit A was adopted by the board of directors of Sextant Holdings Inc., a Delaware corporation.

THIRD: The sole stockholder of the Sextant Avionique, Inc. waived the written mailing requirement.

FOURTH: The effective date of the merger is October 1, 1998.

Signed this 14th __day of December, 1998.

SEXTANT HOLDINGS INC. a Delaware Corporation

Name: WILLY MON

Title: Mes / CEO

SEXTANT AVIONIQUE, INC. a Florida Corporation

1 M

Name: WILLY Moses

Title: fordet / Che

PLAN OF MERGER

- 1. Sextant Holdings Inc., a Delaware corporation ("Parent") will merge with and into Sextant Avionique, Inc., a Florida corporation ("Subsidiary") and Subsidiary will be the surviving corporation.
- 2. The manner and basis of converting the shares of Subsidiary are all of the shares currently held by Parent in Subsidiary will be canceled and the shares of the Parent shall be converted into shares of the survivor of the merger and as a result a new certificate for the same number of shares of Subsidiary as the survivor of the merger will be issued in favor of the sole stockholder of Parent. Additional shares of Subsidiary shall be issued to the sole stockholder of Parent to represent the value of other assets of Parent excluding the investment in Subsidiary (the "Other Assets"). The number of additional shares is calculated by dividing the net book value of the Other Assets of the Corporation by the stated value per share of the common stock of the Subsidiary. The difference due to rounding up the number of shares to the lower integer, will be allocated to additional paid in capital.
- 3. The stockholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting stockholders, to be paid the fair value of their shares.