



V 48360

ACCOUNT NO. : 072100000032

REFERENCE : 531704 4324856

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : December 28, 1999

ORDER TIME : 2:27 PM

ORDER NO. : 531704-005

CUSTOMER NO: 4324856

CUSTOMER: Nancy Foley, Legal Asst  
Pepper Hamilton LLP  
Suite 400  
1235 Westlakes Drive  
Berwyn, PA 19312

000003083740--5

ARTICLES OF MERGER

THOMSON-CSF SEXTANT, INC.

INTO

SEXTANT ACQUISITION LLC

RECEIVED  
99 DEC 29 PM 3:08  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

EFFECTIVE DATE  
1/1/2000

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:                     

99 DEC 29 AM 8:54

FILED

35  
53  
25  
60

*LL12/30*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THOMSON-CSF SEXTANT, INC. a Florida corporation

INTO

**SEXTANT ACQUISITION LLC.** corporation not qualified in Florida

File date: December 29, 1999, effective January 1, 2000

Corporate Specialist: Lee Rivers

Account number: 072100000032

Account charged: 60.00

ARTICLES OF MERGER

OF

THOMSON-CSF SEXTANT, INC.  
a Florida corporation

INTO

SEXTANT ACQUISITION LLC,  
a Delaware limited liability company

FILED  
99 DEC 29 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

These Articles of Merger are being submitted in accordance with Section 607.1109, Florida Statutes.

V48360

**FIRST:** The constituent entities are: (a) Thomson-CSF Sextant, Inc., a Florida corporation with its principal office located at 1924 NW 84th Street, Miami, Florida 33126 ("Sextant"); and (b) Sextant Acquisition LLC, a Delaware limited liability company with its principal office located at One Corporate Commons, Suite 302, New Castle, Delaware 19720 ("Acquisition LLC").

**SECOND:** The entity surviving the merger of Sextant and Acquisition LLC is Acquisition LLC with its principal office located at One Corporate Commons, Suite 302, New Castle, Delaware 19720.

**THIRD:** The Agreement and Plan of Merger, a copy of which is attached hereto as Attachment A, meets the requirements of sections 607.1108, Florida Statutes, and was approved by Sextant, the domestic corporation that is a party to the merger, in accordance with Chapter 607, Florida Statutes.

**FOURTH:** The Agreement and Plan of Merger attached hereto as Attachment A was approved by Acquisition LLC in accordance with the laws of the State of Delaware.

**FIFTH:** Acquisition LLC hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of Sextant.

**SIXTH:** Acquisition LLC hereby agrees to pay the dissenting shareholders of Sextant the amount, if any, to which they are entitled under section 607.1302, Florida Statutes.

**SEVENTH:** The merger is permitted under the laws of the State of Delaware and is not prohibited by any limited liability company agreement or the Certificate of Formation of Acquisition LLC.

EFFECTIVE DATE  
1/1/2000

**EIGHTH:** The merger shall become effective at 12:01 a.m. on January 1, 2000.

**NINTH:** These Articles of Merger comply and were executed in accordance with the laws of Sextant's and Acquisition LLC's respective jurisdictions.

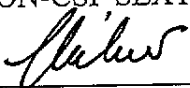
*(signature page follows)*

**FILED**  
99 DEC 29 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, Sextant and Acquisition LLC have caused their authorized representatives to execute these Articles of Merger.

THOMSON-CSF SEXTANT, INC.

By: \_\_\_\_\_



Franck HEBERT, President and  
Chief Executive Officer

SEXTANT ACQUISITION LLC

By: \_\_\_\_\_

Daniel H. O'Brien, as President of  
Thomson-CSF Holding Corporation,  
sole member of Sextant Acquisition  
LLC

IN WITNESS WHEREOF, Sextant and Acquisition LLC have caused their authorized representatives to execute these Articles of Merger.

THOMSON-CSF SEXTANT, INC.

SEXTANT ACQUISITION LLC

By: \_\_\_\_\_

Franck HEBERT, President and  
Chief Executive Officer

By: \_\_\_\_\_



Daniel H. O'Brien, as President of  
Thomson-CSF Holding Corporation,  
sole member of Sextant Acquisition  
LLC

**ATTACHMENT A**

**SEE ATTACHED**

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated January 1, 2000 (this "Agreement"), is made by and among THOMSON-CSF NORTH AMERICA, INC., a Delaware corporation with principal offices at One Corporate Commons, Suite 302, New Castle, Delaware 19720 ("Thomson"), THOMSON-CSF HOLDING CORPORATION, a Delaware corporation with principal offices at One Corporate Commons, Suite 302, New Castle, Delaware 19720 and wholly-owned by Thomson ("Thomson Holdings"), SEXTANT ACQUISITION LLC, a Delaware limited liability company principal offices at One Corporate Commons, Suite 302, New Castle, Delaware 19720 and wholly-owned by Thomson Holdings ("Acquisition LLC"), and THOMSON-CSF SEXTANT, INC., a Florida corporation with principal offices at 1924 NW 84th Street, Miami, Florida 33126 and wholly-owned by Thomson-CSF Sextant, S.A. ("Sextant"). Acquisition LLC and Sextant are referred to in this Agreement, collectively, as the "Constituent Entities."

## BACKGROUND

All of the parties to this Agreement are direct or indirect wholly-owned subsidiaries of Thomson-CSF S.A. (the "Parent"). Sextant operates in Florida and is in the business of repairing aircraft in the United States. Auxilec, Inc., a Delaware corporation wholly-owned by Thomson Holdings ("Auxilec"), operates in New Jersey and also is in the business of repairing aircraft in the United States. Thomson, Thomson Holdings, Sextant, Auxilec and the Parent desire to merge the operations and the complementary businesses of Sextant and Auxilec so as to realize significant synergies and cost savings (such as the elimination of duplicative operational, administrative, management and accounting costs). This merger will be accomplished in a two-step process in which: (1) Sextant will first merge with and into Acquisition LLC (with Acquisition LLC as the surviving entity) in return for shares of common stock, par value \$100 per share, of Thomson ("Common Stock"); and (2) Acquisition LLC will subsequently merge with and into Auxilec (with Auxilec as the surviving entity). This Agreement deals with the first step of merging Sextant with and into Acquisition LLC (with Acquisition LLC as the surviving entity).

IN CONSIDERATION of the foregoing premises, and the mutual promises, covenants and agreements contained in this Agreement, Thomson, Thomson Holdings, Sextant and Acquisition LLC, intending to be legally bound, hereby agree as follows:

### 1. The Merger

1.1 Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the relevant provisions of the Florida Business Corporation Act, as amended (the "FBCA"), and the Delaware Limited Liability Company Act, as amended (the "LLC Act"), at the Effective Time (as defined in Section 4 of this Agreement), Sextant shall be merged with and into Acquisition LLC. As a result of the merger, the separate corporate existence of Sextant shall cease, and Acquisition LLC shall continue as the surviving entity of the merger under the laws of the State of Delaware under the name Sextant Acquisition LLC. The merger shall have the effects specified in Section 607.11101 of the FBCA and Section 18-209(g) of the LLC Act.



Thomson Holdings, as sole member of Acquisition LLC, hereby authorizes and approves the merger of Sextant with and into Acquisition LLC as set forth in this Agreement.

1.2 If at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement or to vest Acquisition LLC with full right, title and possession to all properties, interests, assets, rights, privileges, immunities, powers and franchises of either of the Constituent Entities, then Acquisition LLC is fully authorized in the name of Sextant and Acquisition LLC or otherwise to take, and shall take, all such action.

2. Conversion of Outstanding Securities.

2.1 Sextant's Securities. At the Effective Time, by virtue of the merger and without any further action on the part of either of the Constituent Entities or their respective stockholders or members, the shares of Sextant's capital stock issued and outstanding immediately prior to the Effective Time shall be converted into Two Hundred Eighty Four Thousand and Thirty Two (284,032) shares of Common Stock of Thomson. Thomson shall do all such further acts as is necessary to issue such shares of Common Stock to Sextant's sole stockholder, Thomson-CSF Sextant, S.A.

2.2 Acquisition LLC's Securities. At the Effective Time, by virtue of the merger and without any further action on the part of either of the Constituent Entities or their respective stockholders or members, Thomson Holdings shall continue to be the sole member of Acquisition LLC, owning one hundred percent (100%) of the limited liability company interests of Acquisition LLC.

3. Certificate of Formation. Acquisition LLC's Certificate of Formation as in effect immediately prior to the Effective Time, shall remain Acquisition LLC's Certificate of Formation from and after the Effective Time. Acquisition LLC reserves the right and power, after the Effective Time, to alter, amend, change or repeal any of the provisions contained in its Certificate of Formation, in the manner now or hereafter prescribed by statute.

4. Effective Time of the Merger. Acquisition LLC shall file: (a) an executed original of the Articles of Merger, substantially in the form attached to this Agreement as Exhibit A, with the Florida Department of State in accordance with the relevant provisions of the FBCA, and; (b) an executed original of the Certificate of Merger, substantially in the form attached to this Agreement as Exhibit B, with the Delaware Secretary of State in accordance with the relevant provisions of the LLC Act. The merger shall become effective as of the date and time specified in the Articles of Merger and Certificate of Merger (the "Effective Time").

5. Termination; Amendment. Either of Acquisition LLC and the Board of Directors of Sextant may at any time terminate this Agreement and abandon the transactions contemplated by this Agreement notwithstanding approval of this Agreement by the respective stockholders and members of either or both of the Constituent Entities. This Agreement may be amended by a

writing signed by a duly authorized representative of each of the parties hereto notwithstanding approval of this Agreement by the stockholders and members of either or both of the Constituent Entities.

6. Exhibits. All exhibits attached to this Agreement are incorporated into this Agreement by reference.

7. Counterparts. This Agreement may be executed in any number of counterparts, and each such counterpart shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

8. Entire Agreement. This Agreement constitutes the entire agreement among Thomson, Thomson Holdings, Sextant and Acquisition LLC with respect to the merger of Sextant with and into Acquisition LLC.

*(signature page follows)*

IN WITNESS WHEREOF, Thomson, Thomson Holdings, Sextant and Acquisition LLC have caused their authorized representatives to execute this Agreement on the date first written above.

THOMSON-CSF NORTH AMERICA, INC.

By: 

Daniel H O'Brien, President

THOMSON-CSF SEXTANT, INC.

By: \_\_\_\_\_

Franck HEBERT, President and  
Chief Executive Officer

THOMSON-CSF HOLDING CORPORATION

By: 

Daniel H. O'Brien, President

SEXTANT ACQUISITION LLC

By: 


Daniel H. O'Brien, as President of  
Thomson-CSF Holding Corporation,  
sole member of Sextant Acquisition  
LLC

IN WITNESS WHEREOF, Thomson, Thomson Holdings, Sextant and Acquisition LLC have caused their authorized representatives to execute this Agreement on the date first written above.

THOMSON-CSF NORTH AMERICA, INC.

THOMSON-CSF SEXTANT, INC.

By: \_\_\_\_\_  
Daniel H O'Brien, President

By:  \_\_\_\_\_  
Franck HEBERT, President and  
Chief Executive Officer

THOMSON-CSF HOLDING CORPORATION

SEXTANT ACQUISITION LLC

By: \_\_\_\_\_  
Daniel H. O'Brien, President

By: \_\_\_\_\_  
Daniel H. O'Brien, as President of  
Thomson-CSF Holding Corporation,  
sole member of Sextant Acquisition  
LLC

**EXHIBIT A**  
**ARTICLES OF MERGER**  
**OF**  
**THOMSON-CSF SEXTANT, INC.**  
a Florida corporation  
**INTO**  
**SEXTANT ACQUISITION LLC,**  
a Delaware limited liability company

These Articles of Merger are being submitted in accordance with Section 607.1109, Florida Statutes.

**FIRST:** The constituent entities are: (a) Thomson-CSF Sextant, Inc., a Florida corporation with its principal office located at 1924 NW 84th Street, Miami, Florida 33126 ("Sextant"); and (b) Sextant Acquisition LLC, a Delaware limited liability company with its principal office located at One Corporate Commons, Suite 302, New Castle, Delaware 19720 ("Acquisition LLC").

**SECOND:** The entity surviving the merger of Sextant and Acquisition LLC is Acquisition LLC with its principal office located at One Corporate Commons, Suite 302, New Castle, Delaware 19720.

**THIRD:** The Agreement and Plan of Merger, a copy of which is attached hereto as Attachment A, meets the requirements of sections 607.1108, Florida Statutes, and was approved by Sextant, the domestic corporation that is a party to the merger, in accordance with Chapter 607, Florida Statutes.

**FOURTH:** The Agreement and Plan of Merger attached hereto as Attachment A was approved by Acquisition LLC in accordance with the laws of the State of Delaware.

**FIFTH:** Acquisition LLC hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of Sextant.

**SIXTH:** Acquisition LLC hereby agrees to pay the dissenting shareholders of Sextant the amount, if any, to which they are entitled under section 607.1302, Florida Statutes.

**SEVENTH:** The merger is permitted under the laws of the State of Delaware and is not prohibited by any limited liability company agreement or the Certificate of Formation of Acquisition LLC.

**EIGHTH:** The merger shall become effective at 12:01 a.m. on January 1, 2000.

**NINTH:** These Articles of Merger comply and were executed in accordance with the laws of Sextant's and Acquisition LLC's respective jurisdictions.

*(signature page follows)*

IN WITNESS WHEREOF, Sextant and Acquisition LLC have caused their authorized representatives to execute these Articles of Merger to be signed by on this \_\_\_\_ day of December 1999.

THOMSON-CSF SEXTANT, INC.

SEXTANT ACQUISITION LLC

By: \_\_\_\_\_

Franck HEBERT, President and  
Chief Executive Officer

By: \_\_\_\_\_

Daniel H. O'Brien, as President of  
Thomson-CSF Holding Corporation,  
sole member of Sextant Acquisition  
LLC

**ATTACHMENT A**

**[COPY OF FINAL AGREEMENT AND PLAN OF MERGER TO BE ATTACHED]**



**EXHIBIT B****CERTIFICATE OF MERGER****OF****THOMSON-CSF SEXTANT, INC.**  
a Florida corporation**INTO****SEXTANT ACQUISITION LLC,**  
a Delaware limited liability company**(Under Section 18-209 of the Limited Liability Company Act of the State of Delaware)****SEXTANT ACQUISITION LLC, a Delaware limited liability company ("Acquisition LLC")****DOES HEREBY CERTIFY:**

**FIRST:** That, the constituent entities are Acquisition LLC and Thomson-CSF Sextant, Inc., a Florida corporation with its principal office located at 1924 NW 84th Street, Miami, Florida 33126 ("Sextant"). Acquisition LLC and Sextant are sometimes referred to in this Certificate of Merger, collectively, as the "Constituent Entities."

**SECOND:** That, each of the Constituent Entities have approved and executed an Agreement and Plan of Merger in accordance with the provisions of their respective jurisdictions.

**THIRD:** That, Acquisition LLC is the surviving corporation pursuant to the merger and that the Certificate of Formation of Acquisition LLC shall be the Certificate of Formation of the surviving entity including that the name of the surviving entity is Sextant Acquisition LLC.

**FOURTH:** That, the merger shall become effective at 12:01 a.m. on January 1, 2000.

**FIFTH:** That, an executed copy of the entire Agreement and Plan of Merger is on file at Acquisition LLC's principal place of business, which is located at One Corporate Commons, Suite 302, New Castle, Delaware 19720. In addition, a copy of the Agreement and Plan of Merger will be furnished by Acquisition LLC, on request and without cost, to any shareholder or member of either Acquisition LLC or Sextant.

*(signature page follows)*

IN WITNESS WHEREOF, Sextant and Acquisition LLC have caused their authorized representatives to execute this Certificate of Merger on this \_\_\_\_ day of December 1999.

THOMSON-CSF SEXTANT, INC.

SEXTANT ACQUISITION LLC

By: \_\_\_\_\_  
Franck HEBERT, President and  
Chief Executive Officer

By: \_\_\_\_\_  
Daniel H. O'Brien, as President of  
Thomson-CSF Holding Corporation,  
sole member of Sextant Acquisition  
LLC

FILED  
99 DEC 29 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA