

F9700002233

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
L-3 COMMUNICATIONS CORPORATION**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
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12 DEC 20 AM 10:30
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Merger
DEC 21 2012 12:30
J. LEMIEUX

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: L-3 Communications Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Contact Person

CT Corporation System
Firm/Company

1200 South Pine Island Road
Address

Plantation, FL 33324
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Anusha Purty At (212) 590-9219
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
12/31/12

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (if known/ applicable) |
|---------------------------------------|---------------------|--|
| <u>L-3 Communications Corporation</u> | <u>Delaware</u> | <u>F97000002233</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (if known/ applicable) |
|--|---------------------|--|
| <u>L-3 Communications Advanced Laser</u> | | |
| <u>Systems Technology, Inc.</u> | <u>Florida</u> | <u>J71340</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 / 31 / 2012 (Enter a specific date, NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)
at 11:59 pm

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/19/2012 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 12/19/2012

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
12 DEC 20 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

L-3 Communications Corporation


Steven M. Post, Senior Vice President

L-3 Communications Advanced

Laser Systems Technology, Inc.


Steven M. Post, Senior Vice President

PLAN AND AGREEMENT OF MERGER
of

L-3 COMMUNICATIONS ADVANCED LASER SYSTEMS TECHNOLOGY, INC.
(a Florida corporation)

and

L-3 COMMUNICATIONS CORPORATION
(a Delaware corporation)

THIS PLAN AND AGREEMENT OF MERGER, dated as of December 19, 2012, between L-3 COMMUNICATIONS ADVANCED LASER SYSTEMS TECHNOLOGY, INC., a Florida corporation (the "Merging Corporation"), and L-3 COMMUNICATIONS CORPORATION, a Delaware corporation (the "Surviving Corporation").

RECITALS

A. The Merging Corporation and the Surviving Corporation deem it advisable and in their best interests to merge the Merging Corporation into the Surviving Corporation upon the terms and conditions hereinafter set forth.

B. The Surviving Corporation is the sole shareholder of the Merging Corporation.

C. The Merging Corporation has an authorized capital of 7,500 shares of common stock, par value \$1.00 per share, of which 1,500 shares are issued and outstanding. The Surviving Corporation has an authorized capital of 100 shares of common stock, par value \$0.01 per share, of which 100 shares are issued and outstanding.

D. The board of directors of the Merging Corporation has adopted resolutions approving this Plan and Agreement of Merger (this "Plan"), and the merger of the Merging Corporation with and into the Surviving Corporation, in accordance with the Florida Business Corporation Act (the "FBCA") and the Delaware General Corporation Law (the "DGCL"), and directing that this Plan be submitted for approval by its sole shareholder. The Surviving Corporation, in its capacity as sole shareholder of the Merging Corporation, has approved this Plan and the Merger contemplated hereby.

E. The board of directors of the Surviving Corporation has adopted resolutions approving this Plan, and the merger of the Merging Corporation with and into the Surviving Corporation, in accordance with the FBCA and the DGCL. No approval on the part of the sole shareholder of the Surviving Corporation is required for the consummation of the aforementioned merger under the FBCA and the DGCL.

\\HQ\SL\NASM\projects\Legal\Esther_Mayman\2012 Restructuring\Document Drafts\ALST' into Corp\FINAL VERSIONS\ALST' into Corp - Plan & Agrmnt of Merger 12-19-12.doc

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

1. Parties to Merger. At the Effective Time (as defined in Section 3), the Merging Corporation shall be merged with and into the Surviving Corporation, in accordance with the FBCA and the DGCL and the terms and conditions of this Plan, and the separate corporate existence of the Merging Corporation shall cease (such transaction being hereinafter referred to as the "Merger"). The existence of the Surviving Corporation shall continue unimpaired and unaffected by the Merger.

2. Conversion of Shares. Each share of common stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall by virtue of the Merger be cancelled and no consideration shall be delivered in exchange therefor. The common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

3. Filing and Effective Time. Articles or a certificate of merger, as the case may be, and such other documents and instruments are required by, and complying in all respects with the FBCA and the DGCL shall be delivered to the appropriate state officials for filing. The Merger shall become effective at 11:59 p.m. on December 31, 2012 (the "Effective Time").

4. Charter and By-Laws; Directors and Officers. The charter and by-laws of the Surviving Corporation as in effect immediately prior to the Effective Time shall, from and after the Effective Time, continue to be the charter and by-laws of the Surviving Corporation, until thereafter altered, amended or repealed as provided therein and in accordance with applicable law. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall, from and after the Effective Time, continue to be the directors and officers of the Surviving Corporation, until their respective successors are duly elected or appointed and shall qualify or their earlier resignation or removal.

5. Further Assurances. The Merging Corporation, at any time, or from time to time, as and when requested by the Surviving Corporation, or its successors and assigns, shall execute and deliver, or cause to be executed and delivered, in the name of the Merging Corporation, by its last acting officers or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds or other instruments, and shall take or cause to be taken such further action as the Surviving Corporation or its successors and assigns may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege or franchise or to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all of the property, rights, privileges, powers, immunities, franchises and interests of the Merging Corporation and otherwise to carry out the intent and purposes of this Plan.

6. Termination. This Plan may be terminated by the board of directors of either of the Merging Corporation or the Surviving Corporation at any time prior to the Effective Time and notwithstanding any approval of the Plan by the shareholders of the Merging Corporation and/or the Surviving Corporation.

7. Interpretation. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Plan. Words used in this Plan, regardless of the gender or number specifically used, shall be deemed to include any other gender, masculine, feminine or neuter, and any other number, singular or plural, as the context may require.

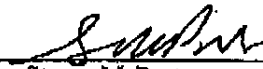
8. Counterparts. This Agreement may be signed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the date first written above.

L-3 COMMUNICATIONS ADVANCED LASER
SYSTEMS TECHNOLOGY, INC.

By: 
Name: Steven M. Post
Title: Senior Vice President

L-3 COMMUNICATIONS CORPORATION

By: 
Name: Steven M. Post
Title: Senior Vice President