



**SCHEDULE FOR MERGER - HUGHES AIRCRAFT COMPANY  
With and Into HE HOLDINGS, INC.**

<b>MARK</b>	<b>SERIAL NO.</b>	<b>REGISTRATION NO.</b>
ECO-SNOW		1,996,938
ECOSOLVE	74/317984	
HAC32		1,901,136
HITT		1,878,278
LINK		869,653
LINK		812,505
LINK & Device		1,807,131
LIVELINK	75/02993	
MAGNAPHONE		1,734,506
MAGNASCOPE		1,456,256
MAGNASTAR		1,959,185
NTERFORT		2,127,644
OSARMS	74/611109	
PASIS		1,838,982
QUICK FOX		1,594,009
SE2		1,371,098
SENTRY	74/673291	
SOFT STED	75/303073	
SPECTER		1,815,370
START		1,901,183
STEALTHCOMM		1,793,527
TRACVIEW		1,746,941

State of Delaware  
Office of the Secretary of State

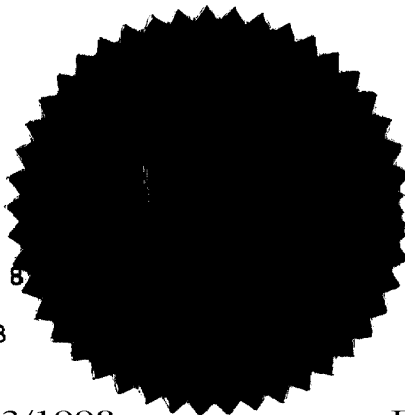
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HUGHES AIRCRAFT COMPANY", A DELAWARE CORPORATION, WITH AND INTO "HE HOLDINGS, INC." UNDER THE NAME OF "HE HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1997, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 08-14-98

TRADEMARK

RECORDED: 11/23/1998

REEL: 1775 FRAME: 0693