

08-13-2002



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

HE Holdings, Inc.

7-15102

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Raytheon Company

Internal

Address: _____

Street Address: 141 Spring Street

City: Lexington State: MA Zip: 02421

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 17, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,175,887

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Galina A. Krasilovsky Kirman

Internal Address: Winston & Strawn

Street Address: 200 Park Avenue

City: New York State: NY Zip: 10166

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$45.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501-814

9. Signature

Galina A. Krasilovsky Kirman, Esq.

Name of Person Signing

Signature

July 12, 2002

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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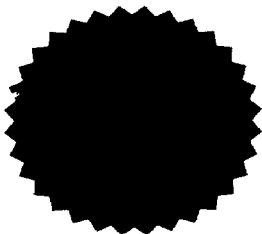
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "HE HOLDINGS, INC.", CHANGING ITS NAME FROM "HE HOLDINGS, INC." TO "RAYTHEON COMPANY", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1997, AT 3:20 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0472015 8100

AUTHENTICATION: 1867031

020431305

DATE: 07-03-02

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CERTIFICATE OF MERGER

OF

RAYTHEON COMPANY

WITH AND INTO

HE HOLDINGS, INC.

Under Section 251

of

the Delaware General Corporation Law

THE UNDERSIGNED, HE Holdings, Inc. ("Defense") and Raytheon Company ("Raytheon"), in connection with the merger of Raytheon with and into Defense (the "Merger"), hereby certify as follows:

FIRST: The name and the state of incorporation of each of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
HE Holdings, Inc.	Delaware
Raytheon Company	Delaware

SECOND: An agreement and plan of merger relating to the Merger (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation of the Merger is HE Holdings, Inc.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be the Amended and Restated Certificate of Incorporation of HE Holdings, Inc. as filed with the Secretary of State of Delaware on December 12, 1997; provided, however, that Article I thereof shall be amended and restated as of the effectiveness of the Merger to read as follows:

"Article I
Name

The name of the corporation (which is hereafter referred to as the "Corporation") is Raytheon Company."

FIFTH: The merger shall be effective at and as of 5:00 p.m. (Eastern Time) on December 17, 1997.

SIXTH: The executed Agreement of Merger is on file ^{at (46)} as the principal place of business of the surviving corporation at 141 Spring Street, Lexington, Massachusetts 02173.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, the undersigned corporations have duly executed this Certificate this 17th day of December 1997.

RAYTHEON COMPANY

By: Thomas D. Wyde
Name: THOMAS D. WYDE
Title: VICE PRESIDENT AND GENERAL COUNSEL

HB HOLDINGS, INC.

By: J. L. Williamson
Name: J. L. WILLIAMSON
Title: ASSIST. SECRETARY