

03-28-2003

D#



102402736

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

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 Lockheed Martin Tactical Systems, Inc. *3-3-03*  
 1210 Massillon Road  
 Akron, Ohio 44315

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State NEW YORK  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
 Name: Lockheed Martin Corporation  
 Internal Address: MS 236 *3-3-03*  
 Street Address: 6801 Rockledge Drive  
 City: Bethesda State: MD Zip: 20817

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Maryland  
 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       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: 06/30/1997

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) \_\_\_\_\_  
 \_\_\_\_\_  
 Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2,050,623  
 \_\_\_\_\_  
 Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Mr. Patrick M. Hogan  
 Internal Address: MS 236

*03/27/2003* **TDIAZ1 00000127 131955 2050623**  
*01 FC:8521* **40.00 CH**

Street Address: 6801 Rockledge Drive  
 \_\_\_\_\_  
 City: Bethesda State: MD Zip: 20817

6. Total number of applications and registrations involved: ..... **1**

7. Total fee (37 CFR 3.41).....\$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
13-1955

DO NOT USE THIS SPACE

9. Signature.  
 \_\_\_\_\_  
 Patrick M. Hogan 29,543  
 Name of Person Signing

*Patrick M. Hogan*  
 \_\_\_\_\_  
 Signature

February 27, 2003  
 \_\_\_\_\_  
 Date

**13**

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

TRADEMARK  
REEL: 002701 FRAME: 0052

ARTICLES OF MERGER  
OF  
LOCKHEED MARTIN TACTICAL SYSTEMS, INC.  
(A NY CORP.)  
INTO  
LOCKHEED MARTIN CORPORATION  
(A MD CORP.)

SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 30, 1997 AT 12:24 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00

\$ \_\_\_\_\_

D3964756

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 5  
page document on file in this office. DATED: 2-14-03

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
WILES & STOCKBRIDGE

BY: [Signature] 10 LIGHT STREET, Custodian  
BALTIMORE MD 21202

This stamp replaces our previous certification system. Effective: 6/95

002C3118704

A 566025



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

TRADEMARK 2070-768

ARTICLES OF MERGER

BETWEEN

LOCKHEED MARTIN TACTICAL SYSTEMS, INC.

AND

LOCKHEED MARTIN CORPORATION

EFFECTIVE 6/30/97 at 11:59 p.m.  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION  
APPROVED FOR RECORD  
6/30/97 of 1224

These ARTICLES OF MERGER are made and entered into as of the 27th day of June 1997, by and between Lockheed Martin Tactical Systems, Inc. and Lockheed Martin Corporation, each of which certify as follows:

FIRST: Lockheed Martin Tactical Systems, Inc. (the "Merged Corporation") and Lockheed Martin Corporation (the "Successor Corporation") agree to merge effective at 11:59 p.m. on June 30, 1997. The terms and conditions of the merger and the manner of carrying the same into effect are as herein set forth.

SECOND: The Successor Corporation is a Maryland corporation. The Merged Corporation was incorporated on February 24, 1948, under the Business Corporation Law of the State of New York. The Merged Corporation qualified to do business in the State of Maryland on September 26, 1983.

THIRD: The principal office in Maryland of the Merged Corporation is located in Montgomery County. The principal office in Maryland of the Successor Corporation is located in Montgomery County.

FOURTH: The Merged Corporation owns no interest in land in the State of Maryland.

FIFTH: The Successor Corporation shall survive the merger and continue under the name Lockheed Martin Corporation.

1.

SIXTH: No amendment is made to the Charter of the Successor Corporation as part of the merger.

SEVENTH: The total number of shares of capital stock of all classes that the Merged Corporation has authority to issue is 302,000,000, consisting of 300,000,000 shares of Common Stock with a par value of \$0.25 per share and an aggregate par value of \$75,000,000 and 2,000,000 shares of Preferred Stock with a par value of \$1.00 per share and an aggregate par value of \$2,000,000. The aggregate par value of all shares of all classes of capital stock of the Merged Corporation is \$77,000,000. The total number of shares of capital stock of all classes that the Successor Corporation has authority to issue is 820,000,000, consisting of 750,000,000 shares of Common Stock with a par value of \$1.00 per share and an aggregate par value of \$750,000,000, 50,000,000 shares of Series Preferred Stock with a par value of \$1.00 per share and an aggregate par value of \$50,000,000, and 20,000,000 shares of Series A Preferred Stock with a par value of \$1.00 per share and an aggregate par value of \$20,000,000. The aggregate par value of all shares of all classes of capital stock of the Successor Corporation is \$820,000,000.

EIGHTH: The Successor Corporation owns all of the issued and outstanding shares of capital stock of the Merged Corporation.

NINTH: The manner and basis of converting or exchanging issued stock of the Merged Corporation and the Successor Corporation into different stock of a corporation or other consideration, and the treatment of any issued stock not to be converted or exchanged shall be as follows:

(a) each issued share of the Common Stock of the Successor Corporation shall remain outstanding as an issued share of the Common Stock of the Successor Corporation and each issued share of the Series A Preferred Stock of the Successor Corporation shall remain outstanding as an issued share of the Series A Preferred Stock of the Successor Corporation; and

(b) each issued share of the capital stock of the Merged Corporation shall be canceled and cease to exist and no consideration shall be paid in respect thereof.

TENTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by the Merged Corporation and the Successor Corporation in the manner and by the vote required by their respective Charters and the laws of the State of New York and the laws of the State of Maryland, respectively. The manner of approval by the Merged Corporation and the Successor Corporation of the transaction set forth in these Articles of Merger was as follows:

(a) The board of directors of the Merged Corporation adopted a resolution by unanimous written consent on June 23, 1997, approving the transaction set forth in these Articles of Merger and directing the filing of these Articles of Merger. The sole stockholder of the Merged Corporation adopted a resolution by written consent on June 23, 1997, approving the transaction set forth in these Articles of Merger and directing the filing of these Articles of Merger.

(b) The board of directors of the Successor Corporation adopted a resolution at a meeting held on June 27, 1997, approving the transaction set forth in these Articles of Merger and directing the filing of these Articles of Merger.

IN WITNESS WHEREOF, the Merged Corporation and the Successor Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by one of their respective Vice Presidents who acknowledge that these Articles of Merger are the act of the Merged Corporation and the Successor Corporation, respectively, and that to the best of their knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles of Merger are true in all material respects.

ATTEST:

LOCKHEED MARTIN TACTICAL SYSTEMS, INC.

Lillian M. Trippett  
Lillian M. Trippett  
Vice President and Assistant Secretary

By: Frank H. Menaker, Jr.  
Frank H. Menaker, Jr.  
Vice President and General Counsel

ATTEST:

LOCKHEED MARTIN CORPORATION

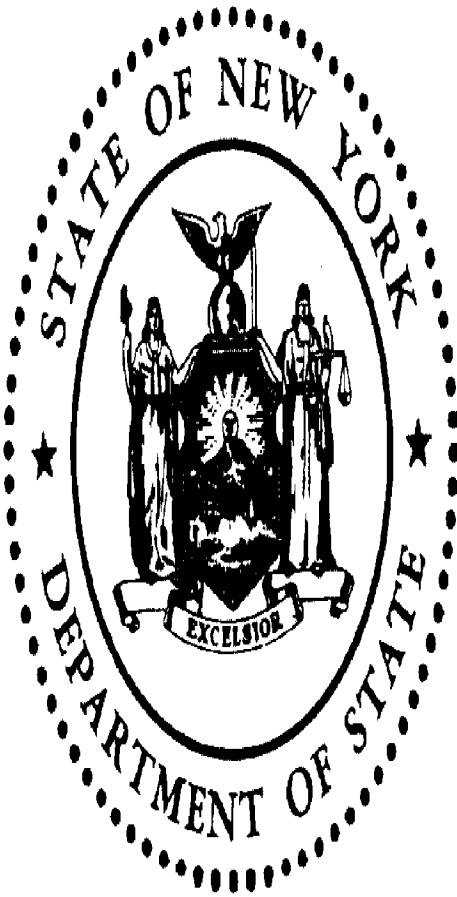
Lillian M. Trippett  
Lillian M. Trippett  
Vice President and Corporate Secretary

By: Frank H. Menaker, Jr.  
Frank H. Menaker, Jr.  
Executive Vice President and General Counsel

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

Witness my hand and seal of the Department of State on **February 14, 2003**



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the seal area.

Secretary of State

PR-30.31 (7/96)

New York State Department of Taxation and Finance - Corporation Tax

Albany, NY 12227

To: Secretary of State

Date: 6/27/97

Name of Corporation

LOCKHEED MARTIN TACTICAL SYSTEMS, INC.


ID# 13-1718360 OAG

Pursuant to provisions of section 907 of the Business Corporation Law, the Commissioner of Taxation and Finance hereby consents to the Merger of the above named corporation into LOCKHEED MARTIN CORPORATION (MD) - If filed on or before 9/27/97. Certificate and fee are attached.

Filed by: Lockheed Martin Corporation  
6801 Rockledge Drive  
Bethesda MD 20817

Director, Processing Division

By



Print-Taxpayer

White-Department of State

Yellow-Department of State



657

F970701000607

**CERTIFICATE OF MERGER**  
**OF**  
**LOCKHEED MARTIN TACTICAL SYSTEMS, INC.**  
**INTO**  
**LOCKHEED MARTIN CORPORATION**

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Frank H. Menaker and Renata Baker, being respectively the Senior Vice President and General Counsel and Assistant Corporate Secretary of Lockheed Martin Corporation, the surviving corporation, hereby certify:

1. (a) The name of each constituent corporation is as follows:  
 Lockheed Martin Tactical Systems, Inc., a New York corporation ("Tactical Systems"), and  
 Lockheed Martin Corporation ("Lockheed"), a Maryland corporation.
- (b) The name of the surviving corporation is Lockheed Martin Corporation, a Maryland corporation.
- (c) The name under which Tactical Systems was formed is "Loral Electronics Corporation."

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series, as of the close of business on April 30, 1997, and the voting rights thereof are as follows:

- (a) With respect to Lockheed:
  - (i) 193,128,187 shares of Common Stock, par value \$1.00 per share, which stock is entitled to vote; and

2

(ii) 20,000,000 shares of Series A Preferred Stock, par value \$1.00 per share, which stock is not entitled to vote.

(b) With respect to Tactical Systems:

(i) 100 shares of Common Stock, par value \$.25 per share, which stock is entitled to vote and all of which is owned by Lockheed.

(c) None of the outstanding shares described in (a) or (b) above is subject to change prior to the effective date of the merger.

3. The effective date and time of the merger is upon filing.

4. The merger is permitted by the laws of the State of Maryland and is in compliance therewith.

5. The surviving corporation is Lockheed Martin Corporation, a corporation of the State of Maryland, incorporated in Maryland on the 29th day of August, 1994. Lockheed's application for authority to do business in New York State was filed by the New York Department of State on June 13, 1995.

6. The date when the certificate of incorporation of Tactical Systems was filed by the New York Department of State was the 24th day of February, 1948.


7. Lockheed agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation, previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of the constituent domestic corporation to receive payment for their shares against the surviving corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is Lockheed Martin Corporation, 6801 Rockledge Drive, Bethesda, Maryland 20817, Attention: General Counsel. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

8. Lockheed agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of the constituent New York corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

3

IN WITNESS WHEREOF, the undersigned have duly signed and verified this certificate  
this 26 day of June, 1997, under penalty of perjury.

Lockheed Martin Corporation

  
\_\_\_\_\_  
Frank H. Menaker, Senior Vice President and  
General Counsel

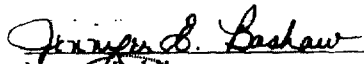

Verification

State of Maryland            )  
                                      ) ss:  
County of Montgomery    )

Frank H. Menaker, being duly sworn, desposes and says that he is the Senior Vice  
President and General Counsel of Lockheed Martin Corporation, that he has read the foregoing  
certificate and knows the contents thereof, and that the statements contained therein are true.

  
\_\_\_\_\_  
Frank H. Menaker, Senior Vice President and  
General Counsel

Sworn to before me this  
26 day of June 1997

  
\_\_\_\_\_  
Notary Public  
 Jennifer E. Bashaw, Notary Public  
Montgomery County  
State of Maryland  
My Commission Expires Dec. 1, 2000

g:\merger\merge8.doc

IN WITNESS WHEREOF, the undersigned have duly signed and verified this certificate  
this 26<sup>th</sup> day of June, 1997, under penalty of perjury.

Lockheed Martin Corporation

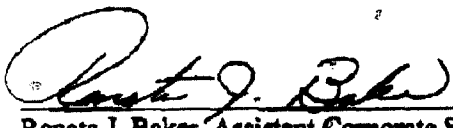


Renata J. Baker  
Assistant Corporate Secretary

Verification

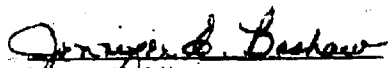
State of Maryland )  
                                          ) ss:  
County of Montgomery )

Renata J. Baker, being duly sworn, desposes and says that she an Assistant Corporate Secretary of Lockheed Martin Corporation, that she has read the foregoing certificate and knows the contents thereof, and that the statements contained therein are true.



Renata J. Baker, Assistant Corporate Secretary

Sworn to before me this  
26<sup>th</sup> day of June 1997

  
Notary Public



Jennifer E. Bashaw, Notary Public  
Montgomery County  
State of Maryland  
My Commission Expires Dec. 1, 2000

g:\merger\merge8.doc

*Handwritten marks: a star-like symbol and the number 5*

CT-07

F 970701 000607

Certificate of Merger

of

LOCKHEED MARTIN TACTICAL SYSTEMS, INC

into

LOCKHEED MARTIN CORPORATION

Under Section 907 of the  
Business Corporation Law

JUL 1 5 07 PM '97

FILED

1-cc  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 01 1997

TAX \$ 0  
BY: JW

WESTCHESTER

LOCKHEED MARTIN CORPORATION  
6801 ROCKLEDGE DRIVE  
BETHESDA, MD 20817

BILLED

56

970701000645