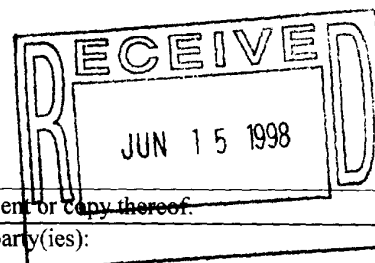


Docket No.: 94E021

06-26-1998



BT



MRD 6-15-98

100748165

The Honorable Commissioner of Patents and Trademarks. Please record the attached document or copy thereof.

1. Name of conveying party(ies):

Rockwell International Corporation

Additional name(s) of conveying party(ies) attached
() yes (X) no

3. Nature of Conveyance:

- () Assignment (X) Merger
() Security Agreement () Name Change
() Other

Execution Date: December 6, 1996

2. Name and Address of receiving party(ies):

Name: Boeing North American, Inc.
Internal Address: P. O. Box 2515, D/676 110-SB43
Seal Beach, CA 90740-1515
Street Address: 2201 Seal Beach Blvd.
Seal Beach, CA 90740

Additional name(s) and address(es) attached? () yes (X) no

4. Application number(s) or patent Numbers: (See A below)

If this document is being filed together with a new application, the execution date of the Application is: _____

A. Patent Application No.(s):

USSN 08/676,653; Filed: 7/8/96

B. Patent No.(s)

Additional numbers attached () yes (X) no

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

Charles T. Silberberg
Intellectual Property Dept., D/676 110-B43
Boeing North American, Inc.
2201 Seal Beach Blvd.
Seal Beach, California 90740

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$40.00

() Enclosed (X) Authorized to be charged to deposit account

8. Deposit Account Number: 18-1730

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy or the original document. This statement shall not affect the recording of the attached documents or the rights and duties set forth in the recorded document.

Charles T. Silberberg
Name of Person Signing

Signature

6/8/98
Date

Total Number of pages including cover sheet, attachments and document: (5)

Mail documents to be recorded with required cover sheet information to:

06/25/1998 JSHADAZZ 00000221 181730 08676653

01 FC:581 40.00 CH
(merger.frm)

COMMISSIONER OF PATENTS AND TRADEMARKS
BOX ASSIGNMENTS
WASHINGTON, D.C. 20231

merger

PATENT
REEL: 9259 FRAME: 0017

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BOEING NA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ROCKWELL INTERNATIONAL CORPORATION" UNDER THE NAME OF "BOEING NORTH AMERICAN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF DECEMBER, A.D. 1996, AT 3:09 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0247710 8100M

960358175

AUTHENTICATION:

8226873

DATE:

PATENT

12-06-96

REEL: 9259 FRAME: 0018

CERTIFICATE OF MERGER
OF
BOEING NA, INC.
WITH AND INTO
ROCKWELL INTERNATIONAL CORPORATION

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
BOEING NA, INC.	Delaware
ROCKWELL INTERNATIONAL CORPORATION	Delaware

SECOND: An Agreement and Plan of Merger dated as of July 31, 1996 (the "Merger Agreement") among Rockwell International Corporation, a Delaware corporation ("Rockwell"), The Boeing Company, a Delaware corporation ("Boeing"), and Boeing NA, Inc., a Delaware corporation and a wholly owned subsidiary of Boeing, has been approved, adopted, certified, executed and acknowledged by each of the

Constituent Corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: Rockwell International Corporation shall be the surviving corporation of the merger (the "Surviving Corporation").

FOURTH: At the effective time of the merger, the Restated Certificate of Incorporation of Rockwell International Corporation as in effect immediately prior to the effective time of the merger shall be amended (i) so that Article First reads in its entirety as follows: "The name of the Corporation is Boeing North American, Inc." and (ii) so that Article Fourth reads in its entirety as follows: "The aggregate number of shares which the Corporation shall have authority to issue shall be 1000 shares of common stock, par value \$1.00 per share" and, as so amended, such Restated Certificate of Incorporation shall be the Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

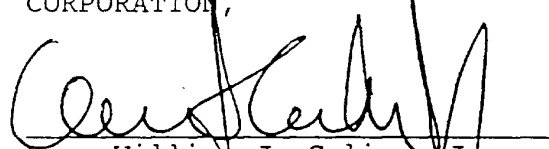
FIFTH: This Certificate of Merger shall become effective at 11:58 p.m. Eastern Standard Time, on December 6, 1996.

SIXTH: The executed Merger Agree.
at an office of the Surviving Corporation located
Seal Beach Boulevard, Seal Beach, California 90740.

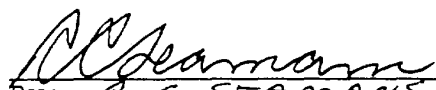
SEVENTH: A copy of the Merger Agreement will be
furnished by the Surviving Corporation, upon request and
without cost, to any stockholder of either Constituent
Corporation.

IN WITNESS WHEREOF, this Certificate of Merger has
been executed on this 6th day of December, 1996.

ROCKWELL INTERNATIONAL
CORPORATION,


By: William J. Calise, Jr.
Its: Senior Vice President,
General Counsel and
Secretary

ATTEST:


By: R C SEAMANS
Its: ASSISTANT SECRETARY