

To the Honorable Commissioner of I

100754184

~~attached original documents or copy thereof~~

REEL: 9267 FRAME: 0296

180

4.B. PATENT NUMBERS

4,729,601

4,729,705

4,799,631

4,800,643

4,993,268

5,093,957

5,201,831

5,222,694

5,240,543

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
AAR MANUFACTURING GROUP, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.



C-212.2

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 20TH day of MAY A.D. 19 98 and of the Independence of the United States the two hundred and 22ND .

George H. Ryan

Secretary of State

Form **BCA-11.25**

(Rev. Jan. 1995)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
<http://www.sos.state.il.us>

DO NOT SEND CASH!

Remit payment in check or money order, payable to "Secretary of State."

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations, \$50 for each additional corporation.

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

EFFECTIVE: 5/31/98

FILED

PAID
JUN 01 1998

MAY 20 1998

**GEORGE H. RYAN
SECRETARY OF STATE**

File #

5274-707-4

SUBMIT IN DUPLICATE

**This space for use by
Secretary of State**

Date

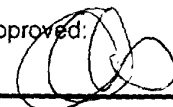
5/20/98

Filing Fee


\$

100.00

Approved:



1. Names of the corporations proposing to ~~merge~~ ~~consolidate~~ ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Illinois Secretary of State File Number
AAR Manufacturing Group, Inc.	Illinois	5274-707-4
ATR International, Inc.	Florida	

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ ~~acquiring~~ surviving corporation: AAR Manufacturing Group, Inc.
- (b) it shall be governed by the laws of: Illinois

4. Plan of ~~consolidation~~ ~~exchange~~ merger is as follows:

See Exhibit A attached hereto.

If not sufficient space to cover this point, add one or more sheets of this size.

EXPEDITED

MAY 20 1998

SECRETARY OF STATE

PATENT

REEL: 9267 FRAME: 0299

5. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
AAR Manufacturing Group, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/> ✓
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

- a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- b. (Not applicable to 100% owned subsidiaries)

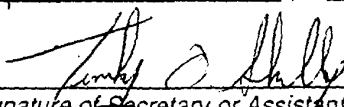
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 ____.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? ☐ Yes ☐ No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

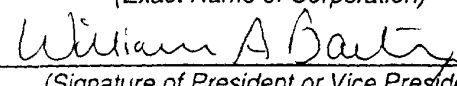
3. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated May 8, _____, 19 98

attested by 
(Signature of Secretary or Assistant Secretary)

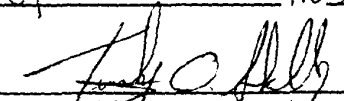
Timothy O. Skelly, Assistant Secretary
(Type or Print Name and Title)

AAR Manufacturing Group, Inc.
(Exact Name of Corporation)

by 
(Signature of President or Vice President)

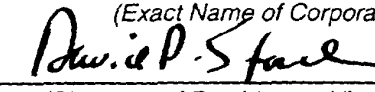
William A. Bailey, President
(Type or Print Name and Title)

Dated May 8, _____, 19 98

attested by 
(Signature of Secretary or Assistant Secretary)

Timothy O. Skelly, Assistant Secretary
(Type or Print Name and Title)

ATR International, Inc.
(Exact Name of Corporation)

by 
(Signature of President or Vice President)

David P. Storch, President
(Type or Print Name and Title)

Dated _____, 19 ____

attested by _____
(Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

2-105 6

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement"), dated as of May 5, 1998, by and among AAR Manufacturing Group, Inc. ("AAR"), an Illinois Corporation, and ATR International, Inc. ("ATR"), a Florida Corporation; AAR and ATR are sometimes referred to herein as the "Constituent Corporations";

WITNESSETH:

WHEREAS, ATR is a corporation duly organized and existing under the laws of the State of Florida, has authorized capital stock consisting of 1,500,000 shares, 1,000,000 shares of common stock, \$.01 par value, of which 100,000 shares are issued and outstanding, and 500,000 shares of convertible preferred stock, \$1.00 par value of which no shares are issued and outstanding, and is the wholly-owned subsidiary of AAR;

WHEREAS, AAR is a corporation duly organized and existing under the laws of the State of Illinois and has authorized capital stock consisting of 100,000 shares of common stock, \$10.00 par value, of which 1,000 shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of ATR and AAR deem it advisable and for the benefit of their respective corporations that ATR merge with and into AAR, and have duly adopted, approved and authorized the merger and execution and delivery of this Agreement on the terms and conditions set forth herein; and each of the Board of Directors has submitted this Agreement to the respective Shareholders of the Constituent Corporations and has obtained their unanimous consent thereto;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, representations and warranties contained herein, the parties hereto agree as follows:

1. The Merger

(a) At the Effective Time (as hereinafter defined), and subject to the terms and conditions of this Agreement, the Plan, the Florida General Corporation Act, as amended (the "FLGCA") and the Illinois Business Corporation Act of 1983, as amended, (the "ILBCA"), ATR shall be merged with and into AAR, the separate corporate existence of ATR shall thereupon cease, and AAR shall be the surviving corporation in the merger (the "Surviving Corporation").

(b) Corporate Actions. Each of the Constituent Corporations shall take, or cause to be taken, all action or do or cause to be done, all things necessary, proper or advisable under the laws of the States of Florida and Illinois to consummate and make effective the merger.

2. The Surviving Corporation.

(a) Corporate Existence. At the Effective Time, the Surviving Corporation shall continue its corporate existence under the laws of the State of Illinois and shall thereupon, without other transfer, succeed to and possess all the rights, privileges, powers and franchises of a public as well as a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to the Constituent Corporations on whatever account or belonging to the Constituent Corporations, shall be vested in the Surviving Corporation, and all property, privileges, powers and franchises and all other interest shall be thereafter effectively the property of the Surviving Corporation as they were of ATR, and all rights of creditors and all liens shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Time, and all debts, liabilities and duties of the Constituent Corporations shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(b) Articles of Incorporation. The Articles of Incorporation of AAR in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and as provided by applicable law.

(c) By-laws. The By-laws of AAR in effect at the Effective time shall be the By-laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and as provided by applicable law.

(d) Directors and Officers. The directors and officers of AAR at the Effective Time shall be the directors and officers of the Surviving Corporation, to hold office as provided by the By-laws of the Surviving Corporation, to hold office as provided by the By-laws of the Surviving Corporation and as provided by applicable law.

(e) Registered Office and Registered Agent; Service of Process. The registered office of the Surviving Corporation in the State of Illinois shall be located at One AAR Place, 1100 N. Wood Dale Road, Wood Dale, Illinois 60191. The name of the registered agent at such address shall be Howard A. Pulsifer.

The Surviving Corporation covenants and agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of ATR. The Surviving Corporation shall irrevocably appoint the Secretary of State of the State of Florida as agent for service of process of the Surviving Corporation in the State of Florida.

(f) Liabilities and Obligations. The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the merger. The Surviving Corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with outstanding obligations of ATR.

3. Conversion of Share. The issued shares of ATR shall not be converted in any manner, but each said share which is issued immediately prior to the Effective Time and date of merger shall be surrendered and extinguished.

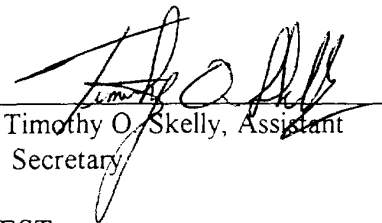
4. Further Action. The Board of Directors and proper officers of AAR are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the Agreement and Plan or the merger herein provided for.

5. Effective Time. The effective time and date of the merger (the "Effective Time") shall be at 11:59 PM (E.D.S.T.) on May 31, 1998.

THE FOREGOING AGREEMENT AND PLAN OF MERGER, having been approved by the Board of Directors of each Constituent Corporation, and having been adopted and approved by the Shareholders of each Constituent Corporation, and that fact having been certified on said Agreement and Plan of Merger by the Assistant Secretary of each Constituent Corporation, the President of each Constituent Corporation do now hereby execute the Agreement and Plan of Merger and the Assistant Secretary of each Constituent Corporation does hereby attest to the execution of the Agreement and Plan of Merger, as the respective act, deed and agreement of each Constituent Corporation, as of the 5th day of May, 1998.

ATTEST:

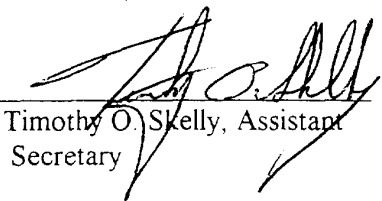
ATR INTERNATIONAL, INC.
a Florida corporation

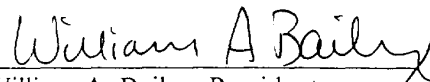
By: 
Timothy O. Skelly, Assistant
Secretary

By: 
David P. Storch, President

ATTEST:

AAR MANUFACTURING GROUP, INC.
an Illinois corporation

By: 
Timothy O. Skelly, Assistant
Secretary

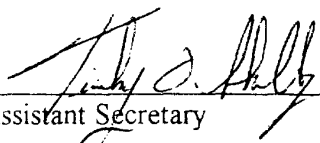
By: 
William A. Bailey, President

merger1.doc

CERTIFICATES

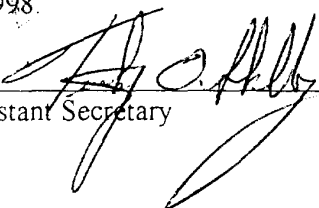
I, Timothy O. Skelly, the Assistant Secretary of ATR International, Inc., a corporation organized and existing under the laws of the State of Florida ("ATR"), hereby certify, as such Assistant Secretary, that the Agreement and Plan of Merger, dated as of May 5, 1998 between ATR and AAR Manufacturing Group, Inc., an Illinois corporation, to which this Certificate is attached, after having been duly approved by written consent of the Directors and Shareholders of ATR and thereby is the duly approved and adopted agreement and act of ATR.

IN WITNESS WHEREOF, I have set my hand and the seal of ATR International, Inc. to this Certificate as of the 5th day of May 1998.


Assistant Secretary

I, Timothy O. Skelly, the Assistant Secretary of AAR Manufacturing Group, Inc., a corporation organized and existing under the laws of the State of Illinois ("AAR"), hereby certify, as such Assistant Secretary, that the Agreement and Plan of Merger, dated as of May 5, 1998 between AAR and ATR International, Inc., a Florida corporation, to which this Certificate is attached, after having been duly approved by written consent of the Directors and Shareholders of AAR and thereby is the duly approved and adopted agreement and act of AAR.

IN WITNESS WHEREOF, I have set my hand and the seal of AAR Manufacturing Group, Inc. to this Certificate as of the 5th day of May 1998.


Assistant Secretary

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