

12-01-2000



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RECORDATION FORM COVER SHEET
PATENTS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original.

Submission Type

New

Resubmission (Non-Recordation)
Document ID# _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment Security Agreement

License Change of Name

Merger Other _____

U.S. Government
(For Use ONLY by U.S. Government Agencies)

Departmental File Secret File

Conveying Party(ies)

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name (line 1) Frequency Sources, Inc.

06 27 97

Name (line 2) a Delaware Corporation

Second Party

Execution Date
Month Day Year

Name (line 1) _____

Name (line 2) _____

Receiving Party

Mark if additional names of receiving parties attached

Name (line 1) Lockheed Martin Tactical Systems, Inc.

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

Name (line 2) a New York Corporation

Address (line 1) 6801 Rockledge Drive

Address (line 2) _____

Address (line 3) Bethesda

MD

20817

City

State/Country

Zip Code

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

FOR OFFICE USE ONLY

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Correspondent Name and Address **Area Code and Telephone Number**

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Application Number(s) or Patent Number(s) Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)			Patent Number(s)		
<input type="text" value="4,554,447"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor. Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT PCT PCT

PCT PCT PCT

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

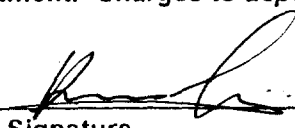
Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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 of the original document. Charges to deposit account are authorized, as indicated herein.

Hans I. Sun, Reg. No. 38,714  11/8/2000

Name of Person Signing Signature Date

CERTIFICATE OF OWNERSHIP AND MERGER

OF

FREQUENCY SOURCES, INC.

INTO

LOCKHEED MARTIN TACTICAL SYSTEMS, INC.

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

The undersigned corporation, organized and existing under and by virtue of The Business Corporation Law of the State of New York,

DOES HEREBY CERTIFY:

FIRST: Lockheed Martin Tactical Systems, Inc. (the "Corporation") is incorporated pursuant to The Business Corporation Law of the State of New York (the "NYBCL"). Frequency Sources, Inc. (the "Subsidiary") is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Corporation, by the following resolutions duly adopted June 23, 1997, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL and Section 905 of the NYBCL:

RESOLVED, that the Agreement and Plans of Merger in substantially the form attached hereto as Exhibit A (the "Plan") pursuant to which (i) each of Lockheed Martin IR & Imaging Systems, Inc. and FSI Investment Corporation will merge with and into Frequency Sources, Inc. ("Frequency Sources"); (ii) each of Lockheed Martin Fairchild Corp. and Lockheed Martin Defense Systems Corp. will merge with and into LC Acquiring Corp. ("LC Acquiring"); (iii) Lockheed Martin Aerospace Corp. will merge with and into Lockheed Martin Aerospace Holdings, Inc. ("Aerospace Holdings"); (iv) Lockheed Martin Vought Services, Inc. will merge with and into Lockheed Martin Vought Systems Corporation ("Vought Systems"); (v) each of Frequency Sources, LC Acquiring, Aerospace Holdings, Lockheed Martin Electro-Optical Systems, Inc. and Vought Systems will merge with and into the Corporation; and (vi) the Corporation will merge with and into Lockheed Martin Corporation, hereby is approved;

* * *

RESOLVED, that the merger of Frequency Sources with and into the Corporation on the terms set forth in the Plan hereby is approved;

* * *

RESOLVED, that, subject to approval by the Board of Directors of Frequency Sources, the officers of the Corporation hereby are authorized and directed to (i) sign the Certificate of Merger between Frequency Sources and the Corporation in substantially the form attached to the Plan and to take all actions necessary for the proper filing thereof with the Department of State of New York; (ii) sign the Certificate of Ownership and Merger between Frequency Sources and the Corporation in substantially the form attached to the Plan and to take all actions necessary for the proper filing thereof with the Secretary of State of Delaware, and (iii) and to take any and all such other actions and execute any and all such other documents as may be necessary for, or incidental to, the implementation and consummation of the proposed merger;

* * *

RESOLVED, that, in connection with the merger of Frequency Sources, with and into the Corporation, it is advisable and in the best interest of the Corporation to assume all of the obligations of Frequency Sources, including all duly authorized indebtedness, reimbursement obligations, letters of credit or other similar obligations of Frequency Sources.

* * *

RESOLVED, that all acts and deeds previously performed by or at the direction of any officer of the Corporation prior to the date hereof in connection with the transactions contemplated by these resolutions hereby are ratified, confirmed and approved in all respects; and

* * *

RESOLVED, that the officers of the Corporation be and each hereby is authorized and empowered, with the authority to delegate such authorization, in the name and on behalf of the Corporation, to execute, deliver and file all such instruments, agreements, certificates and other documents, and to do all such other acts and things, as, in his or her judgment, may be necessary or advisable to carry out the purposes and intent of the foregoing resolutions.

FOURTH: The surviving corporation of the merger is Lockheed Martin Tactical Systems, Inc.

FIFTH: The certificate of incorporation of the Corporation in effect immediately prior to the effective time shall be the certificate of incorporation of the surviving corporation.

SIXTH: The Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary, as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of the Subsidiary as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Lockheed Martin Corporation
6801 Rockledge Drive
Bethesda, Maryland 20817
Attention: General Counsel

SEVENTH: The merger provided for herein shall be effective at 11:58 p.m. Eastern Standard Time on June 30, 1997.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 27 day June, 1997.

LOCKHEED MARTIN TACTICAL
SYSTEMS, INC.

[SEAL]

By: 

Stephen M. Piper
Vice President and Assistant Secretary