

FORM PTO-1619A
Expires 06/30/99
OMB 0651-0027

U.S. DEPARTMENT OF COMMERCE
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- Assignment
- License
- Merger
- Security Agreement
- Change of Name
- Other

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U.S. DEPARTMENT OF COMMERCE
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Pages Enter the total number of pages of the attached conveyance document
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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)

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.

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.

Vernon C. Maine or Scott J. Asmus
Name of Person Signing


Signature

Aug 15 2001
Date

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 06/30/1997
971217265 - 0780312

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
LOCKHEED MARTIN IR IMAGING SYSTEMS, INC.
INTO
FREQUENCY SOURCES, 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 General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: Frequency Sources, Inc. (the "Corporation") is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). Lockheed Martin IR Imaging Systems, Inc. (the "Subsidiary") is incorporated pursuant to 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 17, 1997, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL:

RESOLVED, that the merger of Lockheed Martin IR & Imaging Systems, Inc. ("IR Imaging") with and into the Corporation on the terms set forth in the Agreement and Plans of Merger and Complete Liquidation attached hereto as Exhibit A (the "Plan") hereby is approved;

• • •

RESOLVED, that, subject to approval by the Board of Directors of IR Imaging, the officers of the Corporation hereby are authorized and directed to sign the Certificate of Ownership and Merger substantially in 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 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 IR Imaging with and into the Corporation, it is advisable and in the best interest of the Corporation to assume all of the obligations of IR Imaging including all duly authorized indebtedness, reimbursement obligations, letters of credit or other similar obligations of IR Imaging.

* * *

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 Frequency Sources, 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 merger provided for herein shall be effective at 11:57 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 17th day June, 1997.

FREQUENCY SOURCES, INC.

[SEAL]

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