

State of Delaware

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.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8230355

DATE:

12-10-96

PATENT

REEL: 015286 FRAME: 0699

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 Agreement is on file at an office of the Surviving Corporation located at 2201 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