

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/1997

CONVEYING PARTY DATA

Name	Execution Date
Lockheed Martin Fairchild Corp.	06/17/1997

RECEIVING PARTY DATA

Name:	LC Acquiring Corp.
Street Address:	600 3rd Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10061

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	5481479

CORRESPONDENCE DATA

Fax Number: (202)371-2540
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (202)371-2600
 Email: lgordon@skgf.com
 Correspondent Name: Sterne Kessler Goldstein & Fox P.L.L.C.
 Address Line 1: 1100 New York Avenue, N.W.
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER: Lori A Gordon

Total Attachments: 4
 source=0701032merger1#page1.tif
 source=0701032merger1#page2.tif
 source=0701032merger1#page3.tif
 source=0701032merger1#page4.tif

OP \$40.00 5481479

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 OWNERSHIP, WHICH MERGES:

"LOCKHEED MARTIN FAIRCHILD CORP.", A DELAWARE CORPORATION, WITH AND INTO "LC ACQUIRING CORP." UNDER THE NAME OF "LC ACQUIRING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1997, AT 12 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



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

Edward J. Freel, Secretary of State

2094963 8100M

971216420

AUTHENTICATION:

8537587

DATE:

~~DATE~~

REEL: 016026 FRAME: 0330

CERTIFICATE OF OWNERSHIP AND MERGER

OF

LOCKHEED MARTIN FAIRCHILD CORP.

INTO

LC ACQUIRING CORP.

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: LC Acquiring Corp. (the "Corporation") is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). Lockheed Martin Fairchild Corp. (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 Fairchild Corp. ("Fairchild Corp.") 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 Fairchild Corp., 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 Fairchild Corp. with and into the Corporation, it is advisable and in the best interest of the Corporation to assume all of the obligations of Fairchild Corp. including all duly authorized indebtedness, reimbursement obligations, letters of credit or other similar obligations of Fairchild Corp.

* * *

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 LC Acquiring Corp.

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.

LC ACQUIRING CORP.

[SEAL]

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