

PATENT ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/1997
CONVEYING PARTY DATA	
Name	Execution Date
LC Acquiring Corp.	06/27/1997
RECEIVING PARTY DATA	
Name:	Lockheed Martin Tactical Systems, Inc.
Street Address:	600 3rd Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10061
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5309241
CORRESPONDENCE DATA	
Fax Number:	(202)371-2540
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(202)371-2600
Email:	lgordon@skgf.com
Correspondent Name:	Sterne Kessler Goldstein & Fox PLLC
Address Line 1:	1100 New York Avenue, NW
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005
NAME OF SUBMITTER:	Lori A. Gordon
Total Attachments: 4 source=LCAcquiring to LMTactical merger 2#page1.tif source=LCAcquiring to LMTactical merger 2#page2.tif source=LCAcquiring to LMTactical merger 2#page3.tif source=LCAcquiring to LMTactical merger 2#page4.tif	

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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:

"LC ACQUIRING CORP.", A DELAWARE CORPORATION,
WITH AND INTO "LOCKHEED MARTIN TACTICAL SYSTEMS, INC." UNDER THE NAME OF "LOCKHEED MARTIN TACTICAL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1997, AT 12:30 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

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AUTHENTICATION:

8537756

DATE:

PATENT

REEL: 016135 FRAME: 0797

CERTIFICATE OF OWNERSHIP AND MERGER

OF

LC ACQUIRING CORP.

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"). LC Acquiring Corp. (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 LC Acquiring 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 LC Acquiring, the officers of the Corporation hereby are authorized and directed to (i) sign the Certificate of Merger between LC Acquiring 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 LC Acquiring 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 LC Acquiring with and into the Corporation, it is advisable and in the best interest of the Corporation to assume all of the obligations of LC Acquiring, including all duly authorized indebtedness, reimbursement obligations, letters of credit or other similar obligations of LC Acquiring.

* * *

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