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OMB No. 0651-0027 (exp. 6/30/2005)

103222555

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

4-17-06

1. Name of conveying party(ies):
Laben S.p.A / Proel Technologie S.p.A.

2. Name and address of receiving party(ies)
Name: Alenia Spazio S.p.A.

Internal Address: Via Saccomuro n. 24

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Street Address: same as above

City: Rome, Italy State: Zip:

Execution Date: 8/3/1995

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) _____

B. Patent No.(s) 5,241,244

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lackenbach Siegel, LLP

Internal Address: Marvin Feldman

Street Address: One Chase Road

City: Scarsdale State: NY Zip: 10583

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0100

DO NOT USE THIS SPACE

9. Signature.

Marvin Feldman
Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and documents:

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Mail documents to be recorded with required cover sheet information to:
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PATENT
REEL: 017783 FRAME: 0393

Dr. LORENZO STUCCHI - Notary

LODI - Piazza Castello, 32

Tel. 0371 56248

Office: Milan - Via Mazzini, 20 - Tel 02 878551

File No. 27418

Notary Register No. 105219

MERGER

Republic of Italy

On this 30th day (30) of November, 1995 (nineteen ninety five).

In Milan, Via Mazzini, 20.

Before me, Dr. LORENZO STUCCHI, Notary Public residing in Lodi and registered with the Notary Board of Milan.

Personally appeared the following:

- BELLINI ALESSANDRO, born in Rome on February 18, 1939, domiciled in Rome, Vicolo del Casale Lumbroso, 82 - Manager;

acting not on his own, but representing the joint-stock company

"LABEN S.p.A."

with registered office in Vimodrone - S.S. Padana Superiore, 290, share capital amounting to Italian Liras 15,400,000,000, registered with the Clerk of the Court's office of the Court of Monza under No. 40070, tax code No. 02101600480, acting in his

capacity as Managing Director of said company, authorized to attend to this deed by shareholders' meeting resolution dated August 3, 1995, the minutes of which were notarized by me, the Notary, Notary Register No. 26883/103886, registered in Lodi - Public Records - on August 14, 1995 under NO. 4502, - PASCUCCI MARCO, born in Milan on March 21, 1946, domiciled for his office in Florence, Viale Machiavelli, 29 - Manager; acting not on his own, but representing the joint-stock company "PROEL TECNOLOGIE S.p.A." with registered office in Florence - Viale Machiavelli, 29, share capital amounting to Italian Liras 1,937,900,000, registered with the Clerk of the Court's office of the Court of Florence under No. 38111 of the Register of Companies, tax code No. 03441540485, acting in his capacity as President of the Company's Board of Directors, authorized to attend to this deed by shareholders' meeting resolution dated August 3, 1995, the minutes of which were notarized by Dr. Ruggiero, Notary, Notary Register No. 58434/8049, registered in Florence - Public Records - on August 4, 1994 under No. 6360, certified true copy of this is herewith enclosed as

annex "A".

The appearers, whose personal identity I, the Notary, have ascertained, meeting the law requirements, declare to waive the presence of witnesses hereto in agreement between them and with my consent, and set forth:

- that the above mentioned joint-stock companies LABEN S.p.A. having its registered office in Vimodrone, and PROEL TECNOLOGIE S.p.A., having its registered office in Florence, by their respective shareholders' resolutions dated August 3, 1995, resolved to merge by incorporation of LABEN S.P.A. into PROEL TECNOLOGIE S.P.A., on the basis of their respective balance-sheets as at December 31, 1994;
- that the resolution made by LABEN S.P.A. with registered office in Vimodrone, was homologated by the Court of Monza by Decree dated October 6, 1995 under NO. 2951, was registered with the Clerk of the Court's office of the Court of Monza on October 11, 1995 under Chronological No. 42730, and was published as an abstract in the Official Gazette of the Republic of Italy, Sheet of Insertions No. 246 of October 20, 1995, notice No. S-22563;
- that the resolution made by PROEL TECNOLOGIE S.P.A., with registered office in Florence, was

homologated by the Court of Florence on September 22, 1995, was registered with the Clerk of the Court's office of the Court of Florence on October 11, 1995 under Chronological No. 44136 and was published as an abstract in the Official Gazette of the Republic of Italy, Sheet of Insertions No. 246 of October 20, 1995, notice No. S22563;

- that, now, the companies desire to enter into the deed of merger under art. 2503 of the Italian Civil Code, since no opposition to the above-mentioned resolutions was filed within the terms provided for by the law, taking into account that said terms, under art. 1 of the Decree Law No. 350 of September 10, 1993, converted into law by law No. 442 of November 8, 1993, have been reduced to one month after publishing in the Official Gazette.

A certificate issued by the Court of Monza on November 28, 1995, herewith enclosed as annex "B", and a certificate issued by the Court of Florence on November 24, 1995, herewith enclosed as annex "C", further evidence that no opposition was filed.

NOW, THEREFORE, ALL THE ABOVE SET FORTH

and confirmed, the appearers as mentioned above, enter into and agree upon as follows:

1) LABEN S.P.A., with registered office in Vimodrone,

and PROEL TECNOLOGIE S.P.A., with registered office in Florence, declare to merge as from the date of the last registration arising from this deed, and to all intents and purposes of the Decree of the President of the Republic of Italy No. 917/86 as from January 1, 1995, by incorporation of PROEL TECNOLOGIE S.P.A., with registered office in Florence into LABEN S.P.A. with registered office in Vimodrone, on the basis of their respective shareholders' meeting resolutions dated August 3, 1995.

2) Having acknowledged that the merging company is the owner of the entire share capital of the company to be merged, the merging company shall not increase its share capital, and the entire share capital of the company to be merged, PROEL TECNOLOGIE S.P.A., with registered office in Florence, shall at the same time be cancelled.

3) Consequently to the above, the joint-stock company LABEN S.P.A., with registered office in Vimodrone, rightfully takes the place of the merged company in all of its assets and liabilities, as well as in all of its rights and actions, obligations and liabilities of any kind, undertaking to cancel all such liabilities at the due expiry dates and under the terms and conditions agreed upon.

4) Each person, concern or office, both public and private, is therefore fully authorized, with full exemption from any responsibility, to transfer to the merging company LABEN S.P.A., with registered office in Vimodrone, any and all accounting items, deeds, documents, deposits at any title, policies, contracts, credits and debts, presently registered in the name of the merged company.

In particular, it is hereby acknowledged that the merged company owns no real-estate.

The merging company is the owner of the following motorcycle:

Vespa Piaggio 50 - number plate 3E-4AX.

5) All of the corporate offices of the merged company and all the power of attorneys issued by the same rightfully come to end.

6) The merged company's representative, in implementation and as confirmation of the resolution taken by the shareholders of the merged company does hereby irrevocably authorize, to any fullest and final extent, the joint-stock company LABEN S.P.A., with registered office in Vimodrone, to make, at any time and without the need of any other act on the part of the merged company, any deed and act which is necessary or advisable to be acknowledged by anyone

as the sole and exclusive owner and holder in title of any and all of the assets of the merged company and as having rightfully taken the place of the same in any and all of its active and passive relationship according to this deed and in compliance with section 2504 of the Italian Civil Code.

7) The costs and expenses hereof shall be borne by the merging company since the merged company's net equity, as appearing from the balance-sheet enclosed with the above resolution of merger amounts to Italian Liras 1,055,798,347 (one billion fifty-five million seven hundred ninety-eight thousand three hundred forty-seven).

The reading of the enclosures has been omitted in accordance with the appearers' will.

And I, the Notary, being so requested, have drawn up these minutes which have been typewritten by a trustworthy person and completed by me by hand and which I read to the appearers who approve the same and affix their signature hereto together with me.

This deed is made up of two sheets written on a total of six full pages and part of the seventh.

Signed: Marco Pascucci

Signed: Alessandro Bellini

Signed: Dr. LORENZO STUCCHI, Notary (L.S.)

Annex "A" to deed registered as Notary Register No.

27418/105219.

Dr. ALESSANDRO RUGGIERO - NOTARY

Via De' Conti, 3 - Tel. 289.535

FLORENCE

Notary Register No. 58438

File No. 8049

MINUTES OF SHAREHOLDERS' EXTRAORDINARY MEETING

of the joint-stock company "PROEL TECNOLOGIE - S.P.A." with registered office in Florence.

Republic of Italy

On this third day of August, nineteen ninety five

AUGUST 3, 1995

in Florence, Viale Machiavelli, 29, at the registered office of "Proel Tecnologie - S.p.A." at 11:30.

As requested by "PROEL TECNOLOGIE - S.p.A.", with registered office in Florence, Viale Machiavelli, 29, fully paid-up share capital amounting to Italian Liras 1,937,900,00, registered with the Register of Companies of the Court of Florence under No. 38111 and with the Register of Firms held by the Chamber of Commerce of Florence under No. 361903, tax code and VAT Registration No. 03441540485.

I, Dr. Alessandro Ruggiero, Notary of Florence, registered with the Notary Board of the United Districts of Florence, Pistoia and Prato, draw up, under the form of public deed, the minutes of the meeting of the shareholders of said company held on

today's date, at this place and time, in first calling.

On the basis of the company's articles of association in force the meeting is chaired by:

- Mr. Marco Pascucci, Engineer, born in Milan on March 21, 1946, in his capacity as President of the Board of Directors and legal representative of said company, domiciled for his office at said company's registered office, whose personal identity I, the Notary, have ascertained and who, with my consent, waives the presence of witnesses.

The Chairman verifies that:

- this meeting was regularly called by notice published in the Official Gazette of the Republic of Italy No. 149 of June 28, 1995, and that the same is held in first calling;

- it is attended by the sole shareholder holding the entire share capital amounting to Italian Liras 1,937,900,000 and, more precisely: "LABEN - S.p.A.", with registered office in Vimodrone, represented by proxy by Dr. Francesco di Tolle, holding 19,379 shares of a nominal value of Italian Liras 10,000 each;

- the shareholder filed its share certificates in accordance with the law;

- the shareholder, being so asked, declared not to be in any of those situations which, as provided by the law,, entails lack or forfeiture of the voting right;

- as to the Board of Directors, the meeting is attended, in addition to the Mr. Marco Pascucci himself as President, also by Mr. Franco Masci, Director;

- as to the Board of Auditors, the meeting is attended by Dr. Alberto Mancini, President of the Board of Auditors, Mr. Bernardino Spagnoli, Auditor, while the other Auditor, Mr. Arnaldo Franco is absent with leave.

Now, therefore, all the above having been verified and communicated, the Chairman declares this first call meeting as validly constituted to discuss and resolve upon the following

AGENDA

1. Proposal of merger by incorporation of the joint-stock company Laben S.p.A. on the basis of the respective balance-sheets as at December 31, 1994; plan of merger; delegation of powers.

The Chairman explains the plan for the merger by incorporation of "Proel Technologie S.p.A." into "Laben S.p.A." with registered office in Vimodrone, S.S. Padana Superiore, 290, fully paid-up share

capital amounting to Italian Liras 15,400,000,000, registered with the Register of Companies of the Court of Monza under No. 40070, tax code 02101600480. Then, the Chairman informs that the directors of the two companies mentioned above which are parties to the merger have drawn up the plan of merger and further informs that such plan of merger was approved by the respective Boards of Directors on June 20, 1995 and filed for recordal on June 21, 1995 with the Clerk of the Courts' office of the Courts of Monza and Florence, respectively under No. 40070 as far as the merging company "Laben S.p.A." is concerned, and under No. 38111 as far as the company to be merged, "Proel Technologie S.p.A." is concerned.

Said plan was then published under the form of abstract in the Official Gazette of the Republic of Italy dated June 28, 1995 under No. 149, Insertion 16598 pages 19-20.

Therefore, the Chairman reads, during the meeting, the Directors' Report explaining the planned merger and setting forth the economic reasons of such operation.

Said report is herewith enclosed as annex "A".

Being expressly exonerated by the shareholders' assembly, the Chairman omits to read the plan of

merger containing also the text of the updated articles of association of the merging company Laben S.p.A..

A copy of the plan of merger is enclosed with these minutes as annex "B" to be considered as integral and substantial part hereof.

The Chairman informs that to the purpose of the merger, each company adopts, as its own balance-sheet, the financial statements as at December 31, 1994, specifying that the financial statements of both Proel Technologie S.p.A. and Laben S.p.A. were approved by their respective shareholders' annual meetings held on April 7, 1995.

The Chairman specifies that said financial statements appear to have been closed not later than six months before the filing date of the plan of merger at the company's registered office, such filing having been made on June 21, 1995.

Copy of said financial statements is herewith enclosed respectively as annex C) and annex D).

The Chairman acknowledges that the share capital of the company to be merged, Proel Technologie S.p.A., amounts to Italian Liras 1,937,900,000 and that the same is entirely owned by the merging company Laben S.p.A. and, therefore, it is not necessary to fix the

exchange ratio and, consequently thereto, upon effectiveness of the merger, all the shares of the company to be merged owned by the merging company shall be cancelled without exchange.

The Chairman certifies that starting from June 21, 1995 and until the date of this meeting, the following documents have been kept at the company's registered office, under and to all intents and purposes of section 2501 sexies of the Italian Civil Code:

- copy of the plan of merger;
- copy of the balance-sheet of each of the companies as at December 31, 1994;
- copy of the financial statements of the companies which are party to the merger relating to the latest three fiscal years respectively as at December 31, 1991/192/1993, together with the Directors' Report and the Board of Auditors' Report, and with the independent auditor's report certifying the same.

The Chairman acknowledges that, in compliance with section 2504 quinquies of the Italian Civil Code, the directors' reports and the experts' reports have neither been drawn up nor filed because, as already stated, the merger shall be implemented without exchange, since the merged company's entire share

capital is owned by the merging company.

The Chairman, finally, invites the shareholders to confer the powers necessary to fully implement the merger by incorporation by entering into the deed of merger.

In particular, the operations carried out by Proel shall be posted to the merging company's financial statements starting from January 1, 1995 and Laben shall rightfully take the place of Proel Technologie in all of the active and passive relationships of such latter company as from the date on which the last registration provided for by section 2504 of the Italian Civil Code is made.

After the Chairman's explanation, Dr. Alberto Mancini takes the floor and, in the name of the Board of Directors of which he is the President, expresses his favourable opinion to the merger.

After a short discussion, the extraordinary assembly of the shareholders of "Proel Technologie - S.p.A.", approving the Board of Directors' proposals, by clear voting unanimously

resolves

1. to approve the plan of merger as drawn up by the directors of the companies which are parties to the merger, according to which "Proel Technologie S.p.A."

shall be merged into "Laben S.p.A." on the basis of their respective balance-sheets both drawn up as at December 31, 1994.

Since the merging company is the owner of the merged company's entire share capital, the merger shall be carried out without share exchange and, therefore, all of the shares of Proel Technologie S.p.A. owned by Laben S.p.A. shall be cancelled.

2. to decide that, as an effect of the merger, the merging company rightfully and wholly takes over all of the merged company's property.

Laben - S.p.A., consequently to the merger, shall takes the place of the merged company Proel Technologie S.p.A. in all active and passive relationships of such latter company and such merger shall be effective to all intents and purposes of the law starting from the date on which the last registration provided for by section 2504 of the Italian Civil Code is made with the registers held by the Clerk of the Courts' offices as envisaged by the deed of merger.

The operations carried out by Proel shall be posted to the merging company's financial statements starting from January 1, 1995 and Laben shall rightfully take the place of Proel Technologie in all

of the active and passive relationships of such latter company as from the date on which the last registration provided for by section 2504 of the Italian Civil Code is made.

3. to confer upon the President of the Board of Directors in office and to Mr. Franco Masci, Director, separately between them, all the necessary powers so that they may fully implement, also by means of a special power of attorney, the resolutions as adopted above and, in particular:

make the filings, publications and registration and, in general, make anything which may arise from and become necessary after both the resolution of merger as per section 2502 et seq. of the Italian Civil Code and the deed of merger as per sections 2504 et seq. of the Italian Civil Code; amend and supplement the deed of merger as may be required by the Judicial Authority upon homologation of this resolution, and as may be necessary or useful to fully carry out the merger operation; enter into the deed of merger by approving all paragraphs, conditions, terms and manner of implementation of the merger itself, also before the due dates as provided for by section 2503 of the Italian Civil Code; identify and describe, also by means of subsequent supplementary deeds and

deeds of change, all of the assets, rights and relationships of any kind which make part of the merged company's property and to be recorded and registered in the name of merging company;

4. to authorize the President of the Board of Directors to request the application of article 1 of the Decree Law No. 350 of September 10, 1993, converted into law by law No. 442 of November 8, 1993, providing for the reduction in the term envisaged by section 2503 of the Italian Civil Code to one month, by stating that:

- Finmeccanica S.p.A. is a direct subsidiary of IRI S.p.A., the latter being a joint-stock company wholly owned by the State;

- Finmeccanica S.p.A. is the owner of 100% of the share capital of Ferranti Italia S.p.A.;

- Ferranti Italia S.p.A. is the owner of 100% of the share capital of Laben S.p.A.;

- Laben S.p.A. is the owner of 100% of the share capital of Proel Tecnologie S.p.A.,

- therefore, both Laben S.p.A. and Proel Tecnologie S.p.A. are state-owned companies under section 2359 of the Italian Civil Code.

The Chairman, taking into account the vote, declares the above resolutions as unanimously approved.

Having nothing else to resolve upon, the Chairman closes this meeting at noon.

The Chairman exempts me, the Notary, from reading all the enclosures.

I, the Notary, have drawn up these minutes which has been typewritten by a trustworthy person under my supervision, and partly completed by me by hand, on three sheets for a total of ten full pages and part of this one and, during the meeting, I read it to the Chairman of the meeting who approves the same and affixes his signature and I affix mine.

Signed: Marco Pascucci

Signed: Alessandro Ruggiero, Notary

Annex "A" to Deed registered under Notary Register
No. 58438/8049

DIRECTORS' REPORT TO THE SHAREHOLDERS' ASSEMBLY

We have called this Extraordinary Meeting of the Shareholders to submit to your approval the proposal of merger by incorporation of PROEL TECNOLOGIE S.P.A. into its parent company LABEN S.p.A..

The activity carried out by PROEL has considerable possible interactions with LABEN's activity, such as the INFN (the National Institute of Nuclear Physics), and the utilization of PROEL's technologies in order

to supplement the offer within the sector of scientific live loads and trimming.

In order to implement the interactions between the two companies, it is advisable to merge PROEL into LABEN, which shall further make possible to accomplish savings connected with the proposed rationalization.

From the judicial point of view, the plan of merger enclosed with this report sets forth the terms of the proposed operation; it will be implemented by cancelling the 19,379 shares representing one hundred percent of the share capital of PROEL TECNOLOGIE S.p.A., held by the merging company; therefore, the merger shall not affect the share capital of LABEN S.p.A.

The merger shall be made on the basis of the balance-sheet of the two companies as at December 31, 1994.

The operations of PROEL shall be posted to the financial statements of the merging company starting from January 1995 and LABEN shall rightfully take the place of PROEL Tecnologie S.p.A. as from the date on which the last registration provided for by section 2504 of the Italian Civil Code is made.

Therefore, the shareholders hereby invited to resolve upon the merger by incorporation of PROEL Tecnologie

S.p.A. into LABEN S.p.A., effective from January 1, 1995, under the terms and conditions provided for by the plan of merger and this report.

Moreover, the shareholders are further invited to confer the proper powers to enter into the deed of merger.

THE BOARD OF DIRECTORS

(illegible signature)

Annex "B" to Deed registered under Notary Register No. 58438/8049.

PROEL TECNOLOGIE S.P.A.

Registered office in Florence, Viale Machiavelli, 29.

Share capital Italian Liras 1,937,900,000 fully paid-up

Register under No. 38111 of the Register of Companies of the Court of Florence

CLERK OF THE COURT'S OFFICE OF THE COURT OF FLORENCE

REGISTRATION OF THE PLAN OF MERGER

WITH THE REGISTER OF COMPANIES UNDER SECTION 2501 BIS OF THE ITALIAN CIVIL CODE

The undersigned, Mr. Franco Masci, Engineer, born in Valdagno (VI - Italy) on November 17, 1937, Italian national, tax code MSCFNC37S17L551L, acting in his capacity as Member of the Board of Directors of the

above-mentioned company, to the purpose of the registration with the Register of Companies

FILES

the plan of merger drawn up jointly with the Directors of PROEL TECNOLOGIE S.p.A. with registered office in Florence, Viale Machiavelli, 29, and those of LABEN S.p.A., with registered office in Vimodrone (MI) SS. Padana Superiore, 290, providing for the merger by incorporation of the former into the latter on the basis of the balance-sheet as at December 31, 2004.

The registration is applied for in compliance with section 2501 bis of the Italian Civil Code.

Florence, June 21, 1995.

(Franco Masci)

(Signature)

FILED ON TODAY'S DATE, JUNE 21, 1995

REGISTERED UNDER CHRONOLOGICAL NO. 32362

REGISTERED WITH THE REGISTER OF COMPANIES UNDER NO.

38111

THE CLERK OF THE COURT

(Illegible signature)

PLAN OF MERGER

SECTION 2501 BIS OF THE ITALIAN CIVIL CODE

The joint-stock companies

LABEN S.p.A., with registered office in Vimodrone (Milan), S.S. Padana Superiore 290, share capital amounting to Italian Liras 15,400,000,000 fully paid-up, registered with the Register of Companies held by the Civil Court of Monza under No. 40070, tax code 02101600480 (hereinafter also referred to as LABEN)

PROEL TECNOLOGIE S.p.A., with registered office in Florence, Viale N. Machiavelli, 29, share capital amounting to Italian Liras 1,937,900,000 fully paid-up, registered with the Register of Companies held by the Civil Court of Florence under No. 38111, tax code 03441540485 (hereinafter also referred to as PROEL)

WHEREAS

A) the negotiations for the merger by incorporation of PROEL into LABEN have been carried out;

B) the merger between the above-mentioned companies is possible since said companies have neither entered into any arrangement with creditors nor have started liquidation procedure;

C) the merger is planned for the reasons explained in the Boards of Directors' reports to respective Shareholders' Assemblies;

all the above set forth, in compliance with section 2501 bis of the Italian Civil Code, the Directors, by

their mutual agreement, draw up this plan of merger.

1. KIND OF MERGER AND PARTIES TO THE MERGER

The companies LABEN and PROEL, identified as above, desire to merge by incorporation of PROEL into LABEN.

2. AMENDMENTS TO ARTICLES OF ASSOCIATION

No amendment to the articles of association of the merging company shall be made consequently to the merger and the merging company shall, therefore, be governed by the articles of association herewith enclosed as Annex A.

3. MANNER OF IMPLEMENTATION

The merger shall be implemented without any share capital increase since the merging company is the owner of the entire share capital of the merged company PROEL and shall continue to own the same until the merger and, therefore, the relevant shares shall be cancelled without any exchange.

4. REFERENCE DATE FOR THE MERGER

The merger shall be made on the basis of the financial statements of the two companies as at December 31, 1994 since, within six months after said date, the companies shall file this plan of merger with their respective registered offices under section 2501 ter, last clause, of the Italian Civil Code.

5. POSTING THE OPERATION OF THE MERGED COMPANIES TO
FINANCIAL STATEMENTS

From the first day of the fiscal year in progress until the effective date of the merger in accordance with section 2504 of the Italian Civil Code, the operations of the merged company PROEL shall be posted to the financial statements of LABEN, also to all intents and purposes of income taxes.

6. EFFECTIVE DATE OF THE MERGER

LABEN shall rightfully take the place of the merged company PROEL as from the date on which the last registration provided for by section 2504 of the Italian Civil Code is made.

7. POSSIBLE ADVANTAGES TO DIRECTORS

No particular advantage is reserved to the directors of the companies which are parties to the merger.

8. POWERS CONFERRED UPON THE PRESIDENTS OF THE BOARDS
OF DIRECTORS AND UPON THE DIRECTORS

The President of the Board of Directors of LABEN and the one of PROEL, as well as the Managing Directors of LABEN, are given full powers, separately between them:

- to make the filings, the publications and the registrations and, in general, to make any and all fulfilments arising from and subsequent to both the

resolution of merger as per section 2502 of the Italian Civil Code, and the deed of merger as per sections 2504 et seq. of the Italian Civil Code;

- to amend or supplement this plan of merger as it may be required by the judicial authority at the time of homologation of the resolutions that each of the companies shall adopt to approve the same, as per section 2502 of the Italian Civil Code, and as it may be deemed useful or necessary to finally carry out the merger;

- to attend to the deed of merger.

In the name and on behalf of LABEN S.p.A.

(Mr. Antonio Zibellini)

President

(Signature)

In the name and on behalf of PROEL Technologie S.p.A.

(Mr. Marco Pascucci)

President

(Signature)

Annex A to the Plan of Merger

ARTICLES OF ASSOCIATION

of "LABEN - Società per Azioni" with registered office in Vimodrone

CHAPTER I

INCORPORATION - NAME - SEAT - DURATION

Art. 1) It is hereby incorporated a joint-stock company under the name "LABEN - Società per Azioni".

Art. 2) The company's registered office is located in Vimodrone (Milan), S.S. Padana Superiore, 290.

The shareholders' assembly may set up and wind up secondary seats, branch-offices, agencies, having administrative and representation functions, in Italy and abroad.

Art. 3) The company's duration shall be until December 31 (thirty-one), 2050 (two thousand fifty) and may be extended, one or more times, the shareholders' extraordinary meeting resolution.

CHAPTER II

CORPORATE PURPOSE

Art. 4) The company's purpose is the study, development, manufacture, agency of elements, units, apparatuses, subsystems and systems, mainly electronic, destined to the aerospace industry, for on-board and ground applications, to the sector of nuclear physics and to other sectors requiring the utilization of similar technologies.

The corporate purpose includes the trade and the rendering of services connected with the above activities.

The company may further take on, under any form, shareholdings and participating interests in other companies, incorporated howsoever, whose corporate purpose is similar or analogous to its own purpose.

Within the limits of its own corporate purpose, the company may carry out all business, industrial, financial operations, as well as operations concerning real-estate and movable assets, which are deemed necessary or useful by the Board of Directors in order to achieve the company's purpose.

It may further give guarantees in favour of third parties, backings and securities in general, including real and personal guarantees.

CHAPTER III

CAPITAL - SHARES - BONDS

Art. 5) The company's share capital amounts to Italian Liras 15,400,000,000 (fifteen billion four hundred million Italian Liras) and is divided into 15,400,000 (fifteen thousand four hundred) common shares of a nominal value of Italian Liras 1,000 (one thousand) each.

Art. 6) The shares may be split and each shares entitles to one vote. The capacity as shareholder is, per se, adoption of the deed of incorporation and of these articles of association.

Art. 7) When fully paid-up, and if so permitted by the law, the shares may be bearer shares. The company's bearer shares may be converted into registered shares and vice-versa.

The expenses of conversion operations shall be borne by the relevant shareholder.

Art. 8) In the event of share capital increase, also by issue of preferred and/or savings shares, the newly issued shares shall be offered in option to the shareholders, unless otherwise permitted by the law.

Art. 9) The company may issue bonds, including bonds which may be converted into shares, in accordance with the law and within the limits provided for by the Italian Civil Code and the special laws governing this matter.

Art. 10) In the event that one of the shareholders ("transferor") desires to sell, transfer, or otherwise dispose of or assign, all or part of his shares in a bona fide transaction with a third party, said transferor shall previously offer all of his parcel of shares or part of the same to be transferred to the other shareholder ("non-transferor shareholder"). Such offer shall be made by means of written and irrevocable bona fide offer to transfer the shares owned by the transferor at the same and

price and under the same terms and conditions as offered to the transferee.

The non-transferor shareholder may, within thirty (30) days after actual receipt of such offer, give notice to the transferor whether he intends to acquire or not such shares, at the price and conditions as offered. In the event that the non-transferor shareholder decides not to acquire such shares, then, the transferee may, within sixty (60) days, sell or transfer his parcel of shares to a third party at the same price and under the same conditions of the offer itself.

In case the transfer to the third party is not carried out as provided for, the transferor's right to make such transfer shall lapse and any subsequent sale, transfer or deed of assignment of the shares shall be subject to the provisions of this article.

In the event that one of the shareholders decide to sell the shares lacking any offer by a third party, the transferor shall acknowledge that the other shareholder is entitled to acquire the shares at a price based on the book value of the shares themselves and on the value of the company's goodwill; such price shall be determined by an independent expert to be chosen by the shareholders

by mutual agreement.

If the other shareholder decides not to purchase the shares at the price determined as above, the transferor may accept offers of purchase from third parties. In the event that the price of purchase offered by a third party, considered as acceptable by the transferor, is lower than the price determined by the independent expert, the non-transferor shareholder shall have a pre-emptive right on the shares at such lower price, to be exercised within 60 days after the date of the transferor's offer for sale. Upon completion of the transfer of such parcel of shares, the third party shall be bound by the conditions provided for by these articles of association.

The above provisions shall not apply to the transfer of participating interests in the shareholders' affiliated and/or subsidiary companies.

CHAPTER IV

SHAREHOLDERS' MEETING

Art. 11) The shareholders' ordinary and extraordinary meetings shall be normally held at the company's registered office, unless otherwise resolved by the Board of Directors, and provided that the same are held in Italy.

The shareholders' ordinary meeting is called by the Board of Directors at least once a year within four months after closing of each fiscal year; if so required by particular needs, the calling may be made within six months after closing of the fiscal year

The shareholders' meeting is called, in the cases and for the matters provided for by the law, every time the Board of Directors deems it advisable.

Art. 12) Also the owner of registered shares, in order to attend the shareholders' meetings, must previously deposit the shares within the terms and in the manner as set forth in the notice of calling.

Art. 13) Any shareholder being entitled to attend the shareholders' meeting may have himself represented in accordance with the law, by means of written proxy, by another shareholder who is not a director, auditor or employee of the company or of any of the subsidiaries of the latter or of any company or credit institute and likewise in the conditions to attend the same. Any body corporate and company which are legally incorporated may attend the meeting by a person who is not a shareholder and upon whom a written delegation has been issued to this purpose.

The shareholders' meeting chairman shall have the duty to ascertain the regularity of each single

delegation and, in general, the entitlement to attend the meeting.

Art. 14) The shareholders' meeting is chaired by the President of the Board of Directors or by any other person delegated thereto by the Board of Directors or, lacking the same, the assembly appoints its own Chairman. The shareholders' meeting chairman is assisted by a secretary, who may be also a non-shareholders.

Art. 15) The shareholders' meeting resolutions, taken in compliance with the law and these articles of association, shall be binding upon all the shareholders, including those who have not attended the meeting and the dissenting shareholders, subject to the provisions of section 2377 of the Italian Civil Code and subject to the right of recourse as per section 2437 of the Italian Civil Code.

The minutes of shareholders' ordinary meetings shall be signed the Chairman and the Secretary's signature. The minutes of shareholders' extraordinary meetings shall be drawn up by a Notary.

Art. 16) The shareholders' ordinary meetings resolutions are valid if taken, in first calling meetings, by the attendance and the favourable vote of a number of shareholders representing more than a

half of the company's share capital.

The resolutions are adopted by clear voting that is to say by voting by show of hands or by roll call.

The voting for the appointment of corporate offices may take place also by secret vote or by acclamation.

The voting system is decided by the shareholders' meeting chairman, unless he prefers to entrust such choice to the shareholders. The shareholders' meeting chairman, after counting the vote, officially communicates the voting results.

CHAPTER V

BOARD OF DIRECTORS

Art. 17) The company is managed by a Board of Directors composed of three to nine members, who may be also non-shareholders.

The shareholders' ordinary assembly appoints the members of the Board of Directors in accordance with section 2383 of the Italian Civil Code.

The directors hold office for a period of three fiscal years and may be re-elected.

In the event that one or more directors are vacant during a fiscal year, their appointment is made as provided for by section 2386 of the Italian Civil Code; in the event that more than three directors are vacant, the entire Board of Directors shall be

considered as having resigned and a shareholders' meeting shall be called for the re-appointment of the same.

Art. 18) The Board of Directors has all the powers for the management of the company, together with the authority to make, without any restriction of any kind, all the acts of ordinary and extraordinary administration which it deems advisable to achieve the corporate purpose, subject to the matters which are reserved to the shareholders' assembly by the law.

Art. 19) The Board of Directors may appoint the Managing Director among its members, determining the powers of the same in accordance with the law. It may further appoint an Executive Committee, made up of not more than five directors, upon which it may delegate all or part of its functions. The meetings of the Executive Committee shall be valid if attended by the majority of its members.

The Executive Committee's resolutions are taken by the majority of those attending the meeting; in case of tie vote, the Executive Committee's president shall be the casting vote.

Finally, the Board of Directors may entrust special tasks to single directors also with the authority of

delegation, determining their functions and remuneration according to the law; it may further appoint general managers as well as managers, attorneys "ad negotia" and attorneys, for specific deeds or categories of deeds.

Art. 20) The Board of Directors appoints its President among its members.

Art. 21) The Board of Directors' meetings are called by the President or by the one acting in its name and on its behalf or by the Managing Directors, any time it is deemed advisable, by notice of calling to be sent by registered mail to all the Directors and Standing Auditors, at least three days before the date on which the meeting shall be held. In urgent cases, such term may be reduced to one day by telegraphic notice or telex.

The meetings of the Board of Directors may be held at the company's registered office or elsewhere, but in Italy.

Art. 22) The Board of Directors' meetings shall be valid if attended by the majority of the directors in office. The Board of Directors' resolutions shall be taken by absolute majority vote of those attending the meeting; in case of tie vote, the chairman vote shall be the casting vote.

No vote may be cast by proxy.

The Board of Directors resolutions shall be recorded on a proper book and the relevant minutes shall be signed by the Chairman and by the Secretary, who may be also a non-member of the Board.

Art. 23) The company's legal representation before third parties and before court falls within the sphere of competence of the President. Moreover, the Managing Director may legally represent the company within the limits of the powers conferred upon the same.

Those entitled to legally represent the company has the power to act by separate signature at any seat or degree of jurisdiction, for in connection with revocation and cassation proceedings, and may issue powers of attorney.

Art. 24) The members of the Board of Directors shall be entitled to receive the reimbursement of the expenses incurred during fulfilment of their duties and a remuneration to be determined by the shareholders' ordinary meeting. Such resolution, once taken, shall be valid also for subsequent fiscal years until differently resolved by the shareholders' assembly.

CHAPTER VI

BOARD OF AUDITORS

Art. 25) The Board of Auditors is composed of three standing auditors and two alternate auditors. The appointment, term of office, powers and duties are governed by the law provisions in force.

CHAPTER VII

FINANCIAL STATEMENTS AND PROFITS

Art. 26) The fiscal years shall close on December 31 of every year. The company's balance-sheet and earnings statement, accompanied by the company's management reports, must be drawn up within the due terms and in compliance with the law provisions.

Art. 27) The net profits as appearing from the company's balance-sheet, after deduction of at least five percent to be allocated to legal reserve until the latter reaches one fifth of the company's capital, shall be apportioned as resolved by the shareholders' assembly upon approval of the company's financial statements.

The dividends which are not collected shall be prescribed to reserve after five years from the date on which the same became payable.

CHAPTER VIII

COMPANY'S DISSOLUTION AND LIQUIDATION

Art. 28) In the event that the company is dissolved

for any reason and at any time, the shareholders' assembly shall decide upon the manner of liquidation and shall appoint and determine the powers of one or more liquidators, with the authority to replace them.

CHAPTER IX

GENERAL PROVISIONS

Art. 29) For anything which is not provided for herein, reference is made to the law provisions in matter of joint-stock companies.

CIVIL AND CRIMINAL COURT OF ROME

MONZA

Division of Business Companies

The undersigned Clerk

does hereby certify

that the records filed with this office under No. 40070 of the Register of Companies show that:

- according to section 2503 of the Italian Civil Code, the creditors of the companies which are parties to the merger have not filed up to date any opposition against the resolution of merger adopted on August 3, 1995 by the extraordinary meeting of the shareholders of "LABEN S.p.A." with registered office in Vimodrone, SS. Padana Superiore, 290, with a share capital amounting to Italian Liras 15,400,000,000, as

per minutes drawn up by Dr. Lorenzo Stucchi, Notary of Lodi, homologated by the Court of Monza on October 6, 1995 Vol. No. 2951, and then filed with the Registers of the Clerk of the Court's office of this Court on October 11, 1995 under No. 42730 of the Chronological Register, subsequently published as an abstract in the Official Gazette No. 246 of October 20, 1995, concerning the merger of "PROEL TENCOLOGIE S.p.A.", with registered office in Florence, into "LABEN S.p.A." with registered office in Vimodrone.

This certificate is issued for legal use.

Monza, this 11th day of November, 1995.

The Clerk of the Court

Loredana Ciaccio (signature)

(Stamp)

(stamps)

1) delete: November 11, 1995

Add: November 28, 2995

Notary's marginal note approved.

The Clerk of the Court

Loredana Ciaccio

(Stamp)

Annex "C" to Deed registered under Notary Register

No. 27418/105219

CIVIL AND CRIMINAL COURT OF FLORENCE

CLERK OF THE COURT

THE UNDERSIGNED CLERK

DOES HEREBY CERTIFY:

that the records filed with this office show that:

- according to section 2503 of the Italian Civil Code, the creditors of the companies which are parties to the merger have not filed up to date any opposition against the resolution of merger adopted on August 3, 1995 by the extraordinary meeting of the shareholders of "PROEL TECNOLOGIE S.p.A." with registered office in Florence, Viale Machiavelli, 29, with a share capital amounting to Italian Liras 1,937,900,000 fully paid-up, as per minutes drawn up by Dr. Alessandro Ruggiero, Notary of Florence, homologated by the Court of Florence on September 22, 1995, and then filed with the Registers of the Clerk of the Court's office of this Court on October 11, 1995 under No. 44136 of the Chronological Register, subsequently published as an abstract in the Official Gazette No. 246 of October 20, 1995, concerning the merger of "PROEL TENCLOGIE S.p.A.", with registered office in Florence, into "LABEN S.p.A." with registered office in Vimodrone.

This certificate is issued for legal use.

Florence, this 24th day of November, 1995.

Dr. Giuseppina Alberto Aretino

Court Clerk's Assistant

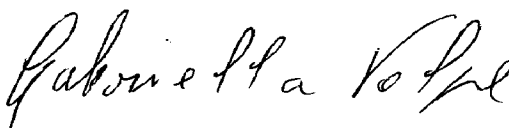
(signature)

This is a true and correct copy of the original to which it corresponds upon due comparison.

Lodi, this 4th day of July, 2005.

(Notary's illegible signature and seal)

I, Gabriella Volpe, the undersigned translator hereby declare to be well acquainted with the Italian and English languages and attest that the enclosed translation is a true and correct translation of the original document.



Signed by: Gabriella Volpe