

## PATENT ASSIGNMENT

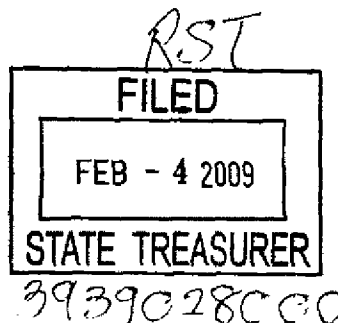
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| SUBMISSION TYPE:   | NEW ASSIGNMENT               |               |                |                 |            |
|--|------------------------------|---------------|----------------|-----------------|------------|
| NATURE OF CONVEYANCE:  | MERGER                       |               |                |                 |            |
| EFFECTIVE DATE:  | 12/31/2010                   |               |                |                 |            |
| CONVEYING PARTY DATA   |                              |               |                |                 |            |
| <table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>Formation, Inc.</td> <td>12/27/2010</td> </tr> </tbody> </table> |                              | Name          | Execution Date | Formation, Inc. | 12/27/2010 |
| Name   | Execution Date               |               |                |                 |            |
| Formation, Inc.  | 12/27/2010                   |               |                |                 |            |
| RECEIVING PARTY DATA   |                              |               |                |                 |            |
| Name:  | EMS Aviation, Inc.           |               |                |                 |            |
| Street Address:  | 660 Engineering Dr.          |               |                |                 |            |
| City:  | Norcross                     |               |                |                 |            |
| State/Country:   | GEORGIA                      |               |                |                 |            |
| Postal Code:   | 30091                        |               |                |                 |            |
| PROPERTY NUMBERS Total: 1  |                              |               |                |                 |            |
| <table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Patent Number:</td> <td>7664012</td> </tr> </tbody> </table>    |                              | Property Type | Number         | Patent Number:  | 7664012    |
| Property Type  | Number                       |               |                |                 |            |
| Patent Number:   | 7664012                      |               |                |                 |            |
| CORRESPONDENCE DATA  |                              |               |                |                 |            |
| Fax Number:  | (952)465-0771                |               |                |                 |            |
| Email:   | docketing@fogglaw.com        |               |                |                 |            |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>  |                              |               |                |                 |            |
| Correspondent Name:  | Fogg & Powers LLC            |               |                |                 |            |
| Address Line 1:  | 5810 W 78th St               |               |                |                 |            |
| Address Line 2:  | Suite 100                    |               |                |                 |            |
| Address Line 4:  | Minneapolis, MINNESOTA 55439 |               |                |                 |            |
| ATTORNEY DOCKET NUMBER:  | H29747-5417                  |               |                |                 |            |
| NAME OF SUBMITTER:   | Emily J. Reller              |               |                |                 |            |
| <p>Total Attachments: 13<br/>         source=00306978#page1.tif<br/>         source=00306978#page2.tif</p>   |                              |               |                |                 |            |

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**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
FORMATION, INC.  
a New Jersey corporation**



Pursuant to the provisions of Section 14A:9-5 of the Business Corporation Act of the State of New Jersey, the undersigned Corporation executes the following Amended and Restated Certificate of Incorporation:

1. The name of the corporation is Formation, Inc.
  
2. The original Certificate of Incorporation was filed with the Secretary of State of the State of New Jersey on July 9, 1970 and amended on February 18, 1972, May 9, 1972, July 30, 1973, January 12, 1982, November 15, 1988 and February 25, 2000 under the name Formation, Inc.
  
3. The following amended and restated Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 9th day of January, 2009.
  
4. The vote upon this amendment was unanimous.

Resolved, that the Certificate of Incorporation be amended and restated in its entirety to read as follows:

**ARTICLE I.  
NAME**

The name of the corporation is FORMATION, INC. (the "Corporation").

**ARTICLE II.  
PURPOSE**

The purpose for which the Corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of the State of New Jersey (the "BCANJ").

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J3896080

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### ARTICLE III. CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is One Hundred (100) shares of common stock, par value \$0.01 per share.

### ARTICLE IV. ADDRESS; REGISTERED AGENT

The Corporation's initial registered agent is The Corporation Trust Company. The address of the Corporation's initial registered office in the State of New Jersey is 820 Bear Tavern Road, West Trenton, New Jersey 08628.

### ARTICLE V. DIRECTORS

5.1 Number. The Board shall consist of that number of members as may be determined from time to time by resolution of the Board.

5.2 Powers of the Board of Directors. In addition to the powers and authorities hereinabove or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the statutes of the State of New Jersey and this Certificate of Incorporation, and to any bylaws from time to time adopted; provided, however, that no bylaw so made shall invalidate any prior act of the directors which would have been valid if such bylaw had not been made.

5.3 Bylaws. The Board of Directors is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation.

5.4 Directors of Formation, Inc. Paul B. Domorski – Chairman of the Board/Director, Gary B. Shell – Vice President/Director and Timothy C. Reis – Vice President, Secretary/Director all located at 660 Engineering Drive, Norcross, GA 30092.

### ARTICLE VI. DIRECTOR LIABILITY

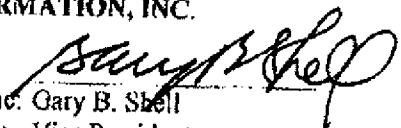
The directors of the Corporation shall be entitled to the full benefits of all limitations on the liability of directors generally that are now or hereafter become available under the BCANJ. Without limiting the generality of the foregoing, no director shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability for any breach of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the Corporation or its shareholders, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper benefit. If the BCANJ is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the BCANJ, as so amended. Any repeal or modification of this provision shall be prospective only, and shall not affect, to the detriment of

any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

\* \* \* \* \*

Dated: this 28<sup>th</sup> day of January, 2009.

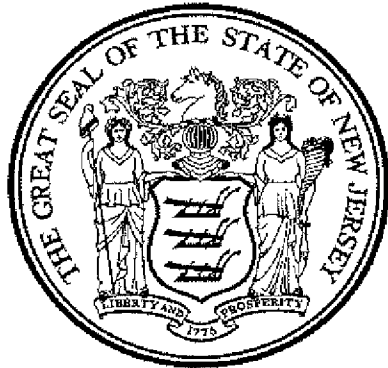
FORMATION, INC.

By:   
Name: Gary B. Shell  
Title: Vice President

STATE OF NEW JERSEY  
DEPARTMENT OF THE TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

EMS AVIATION, INC.  
3939028000

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Restated Certificate Of Incorporation  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.*



Certificate Number: 123057882

Verify this certificate online at

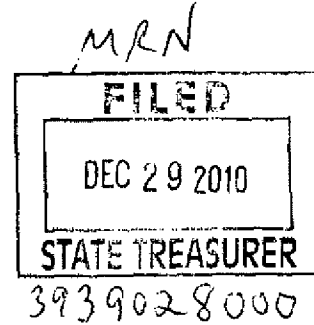
[https://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)

*IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
my Official Seal at Trenton, this  
15th day of February, 2012*

*Andrew P Sidamon-Eristoff  
State Treasurer*

UMC-2 11/03

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)



This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

- 1. Type of Filing (check one): [X] Merger [ ] Consolidation
2. Name of Surviving Business Entity: EMS Aviation, Inc. (previously known as Formation, Inc.)
3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Table with 3 columns: Name, Jurisdiction, Identification # Assigned by Treasurer (if applicable). Rows include Formation, Inc. (New Jersey, 3939028000) and Sky Connect, LLC (Maryland, N/A).

4. Date Merger/Consolidation adopted: 12/22/10

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name Formation, Inc. Outstanding Shares 100
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For \_\_\_\_\_ Voting Against \_\_\_\_\_ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) [X]

-b Corp. Name \_\_\_\_\_ Outstanding Shares \_\_\_\_\_
If applicable, set forth the number and designation of any class or series of shares entitled to vote.
N/A

Voting For \_\_\_\_\_ Voting Against \_\_\_\_\_ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) [ ]

-c Corp. Name \_\_\_\_\_ Outstanding Shares \_\_\_\_\_
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For \_\_\_\_\_ Voting Against \_\_\_\_\_ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) [ ]

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

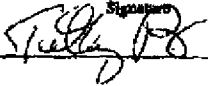
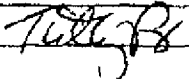
The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

Handwritten numbers: 2371821, 4269491



Certificate of Merger/Consolidation  
UMC-2  
Page 2

7. Effective Date (see inst.): 12/31/2010 11:59 pm

| Signature   | Name            | Title  | Date     |
|---|-----------------|--|----------|
|  | Timothy C. Reis | Vice President of Sole Member<br>of Sky Connect, LLC | 12/27/10 |
|  | Timothy C. Reis | Vice President<br>of Formation, Inc.                 | 12/27/10 |

\*\*Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Plan**"), dated as of December 27, 2010, is entered into by and between Sky Connect, L.L.C., a Maryland limited liability company ("**Sky Connect**"), and Formation, Inc., a New Jersey corporation ("**Formation**"). Sky Connect and Formation are each individually referred to herein as a "**Constituent Entity**" and collectively as the "**Constituent Entities**".

### Statement of Purpose

WHEREAS, Sky Connect and Formation are each direct, wholly-owned subsidiaries of EMS Technologies, Inc., a Georgia corporation ("**Parent**");

WHEREAS, Parent, the sole member of Sky Connect, has determined that it is in the best interests of Sky Connect to merge with and into Formation (the "**Merger**"), in accordance with the applicable provisions of the Maryland Limited Liability Company Act, and has approved the execution, delivery and performance by Sky Connect of this Plan and the consummation of the transactions contemplated herein;

WHEREAS, the board of directors of Formation and Parent, the sole shareholder of Formation, have determined that it is in the best interests of Formation to effect the Merger, in accordance with the applicable provisions of the Business Corporation Act of the State of New Jersey (together with the Maryland Limited Liability Company Act, the "**Acts**"), and have approved the execution, delivery and performance by Formation of this Plan and the consummation of the transactions contemplated herein; and

WHEREAS, pursuant to the Merger, the separate existence of Sky Connect will cease, all outstanding membership interests of Sky Connect will be surrendered and extinguished, and Formation will continue as the surviving corporation and wholly-owned subsidiary of Parent.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Merger. Sky Connect shall be merged with and into Formation in accordance with the applicable sections of the Acts. Pursuant to the Merger, the separate existence of Sky Connect will cease and Formation will be the surviving corporation in the Merger and change its name to EMS Aviation, Inc. (the "**Surviving Corporation**"). The Surviving Corporation will be a wholly-owned subsidiary of Parent and continue its corporate existence as a New Jersey corporation. Appropriate documents necessary to effectuate the Merger shall be filed with the New Jersey Department of Treasury and the Corporation Bureau of the Secretary of State of Maryland.

2. Effective Time. This Agreement and the Merger shall be effective at 11:59 p.m. on December 31, 2010 (the "**Effective Time**").

3. Effects of the Merger. The Merger will have the effects set forth herein and the relevant provisions of the Acts. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all property, rights, privileges, immunities, powers and franchises of the Constituent Entities will vest in the Surviving Corporation and all claims, obligations, restrictions, disabilities, liabilities, debts and duties of the Constituent Entities will become the claims, obligations, restrictions, disabilities, liabilities, debts and duties of the Surviving Corporation.

4. Certificate of Incorporation and Bylaws. Following the Merger, (i) the Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Formation in effect immediately prior to the Effective Time, except that it shall be amended to change its name to EMS Aviation, Inc., as set forth in Exhibit A and (ii) the Bylaws of the Surviving Corporation shall be the Bylaws of Formation in effect immediately prior to the Effective Time. Both the Certificate of Incorporation and the Bylaws of the Surviving Corporation shall remain in full force and effect from and after the Effective Time until amended or repealed.

5. Directors and Officers. The directors and officers of Formation immediately prior to the Effective Time shall be, as of the Effective Time, the directors and officers the Surviving Corporation and shall remain the directors and officers of the Surviving Corporation after the Merger, in each case until their respective successors are duly elected or appointed and qualified or until the earlier death, resignation or removal.

6. Conversion of Interests. Subject to the terms and conditions of this Plan, on the Effective Time:

(a) each membership interest of Sky Connect issued and outstanding on the Effective Time shall be automatically extinguished, terminated and cancelled; and

(b) each share of Formation capital stock issued and outstanding immediately prior to the Effective Time shall remain outstanding and unaffected.

7. No Exchange of Certificates. No surrender of certificates representing Sky Connect membership interests are required, and from and after the Effective Time all such membership interests shall be deemed for all purposes to be cancelled pursuant to Paragraph 6.

8. Conditions Precedent. The obligations of each of the Constituent Entities to consummate the Merger and the other transactions contemplated in this Plan are subject to the condition that, at or prior to the Effective Time, no court, governmental or regulatory authority having jurisdiction over either of the Constituent Entities, this Plan, the Merger or any of the other transactions contemplated by this Plan, shall have enacted, issued, promulgated, enforced or entered any statute, rule, regulation, judgment, decree, injunction or other order, whether temporary, preliminary or permanent, which is in effect and which prohibits or restricts the consummation of the Merger or any of the other transactions contemplated by this Plan.

9. Termination, Abandonment and Amendment. The Merger and this Plan may be terminated or abandoned at any time prior to the Effective Time, whether before or after approval of this Plan by the sole member of Sky Connect or by action of the board of directors of

Formation. The terms and conditions of this Plan may be amended at any time prior to the Effective Time by the sole member of Sky Connect and the board of directors of Formation.

10. Miscellaneous.

(a) Assignment and Binding Effect. Neither Constituent Entity may assign its rights or obligations under this Plan without the prior written consent of the other. The respective rights and obligations under this Plan shall be binding upon and inure to the benefit of each of the Constituent Entities, and their respective successors and permitted assigns.

(b) Governing Law. This Plan shall be governed as to its validity, interpretation and effect by the laws of the State of New Jersey without regard to principles of conflicts of laws.

(c) Captions. All captions and headings used herein are for convenient reference only and do not form part of this Plan.

(d) Counterparts. This Plan may be executed in counterparts, each of which shall be an original and all of which, when taken together, shall constitute one and the same Plan.

*(Signature Page Follows)*

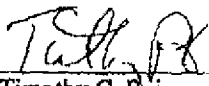
IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be duly executed and delivered by an authorized officer as of the date and year first above written.

SKY CONNECT, LLC

By: EMS Technologies, Inc.  
Its: Sole Member

By:   
Name: Timothy C. Reis  
Title: Vice President & General Counsel

FORMATION, INC.

By:   
Name: Timothy C. Reis  
Title: Vice President & Secretary

**EXHIBIT A**

The Certificate of Incorporation shall be amended to amend ARTICLE I thereof to read as follows:

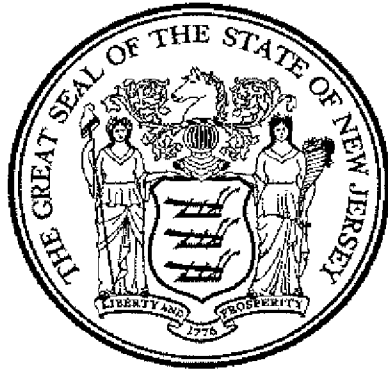
**"ARTICLE I: The name of the corporation is EMS Aviation, Inc."**

#13490936 v2

STATE OF NEW JERSEY  
DEPARTMENT OF THE TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

EMS AVIATION, INC.  
3939028000

I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate Of Merger With A Name Change  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.



Certificate Number: 123057844

Verify this certificate online at

[https://www1.state.nj.us/FYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/FYTR_StandingCert/JSP/Verify_Cert.jsp)

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
my Official Seal at Trenton, this  
15th day of February, 2012

A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

Andrew P Sidamon-Eristoff  
State Treasurer