

MRI 7-30-98

FORM PTO-1584 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp 4/94)
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TMC5/REV03

08-07-1998



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2 SHEET

ONLY

AUG 4 1998

Docket No.:

41992-00116

Tab settings

To the Honorable Commissioner

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Martin Marietta Corporation
6801 Rockledge Drive
Bethesda, Maryland 20817

- Individual(s)
- General Partnership
- Corporation-State **Maryland**
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: **January 25, 1996**

2. Name and address of receiving party(ies):

Name: **Lockheed Martin Corporation**

Internal Address:

Street Address: **6801 Rockledge Drive**

City: **Bethesda** State: **MD** ZIP: **20817**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Maryland**
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No

(Designations must be a separate document from Assignment)

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

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,755,763

1,771,333

Additional numbers attached? Yes No

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

Name: **Jeffrey A. Divney, Esq.**

Internal Address: **Holme Roberts & Owen LLP**

Street Address: **1700 Lincoln Street, Suite 4100**

City: **Denver** State: **CO** ZIP: **80203**

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41): \$ **\$65.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2665

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jeffrey A. Divney

Name of Person Signing

Signature

30 JUL 1998

Date

TRADEMARK

Total number of pages including cover sheet attachments and document

5 045

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40.00 UP
25.00 UP

01 FC:46
02 FC:46

ARTICLES OF MERGER

BETWEEN

MARTIN MARIETTA CORPORATION

AND

LOCKHEED MARTIN CORPORATION

1/26/96 at 9:48
effective 1/28/96 at 11:58 P.M.
96 JAN 26 AM 9 48
ASSESS. & TAX.

These ARTICLES OF MERGER are made and entered into as of the 25th day of January 1996, by and between Martin Marietta Corporation and Lockheed Martin Corporation, each of which certify as follows:

FIRST: Martin Marietta Corporation (the "Merged Corporation") and Lockheed Martin Corporation (the "Successor Corporation") agree to merge effective at 11:58 p.m. on January 28, 1996. The terms and conditions of the merger and the manner of carrying the same into effect are as herein set forth.

SECOND: Each of the Merged Corporation and the Successor Corporation is a Maryland corporation.

THIRD: The principal office in Maryland of the Merged Corporation is located in Montgomery County. The principal office in Maryland of the Successor Corporation is located in Montgomery County.

FOURTH: The Merged Corporation owns an interest in land in the following counties in the State of Maryland: Baltimore County and Montgomery County.

FIFTH: The Successor Corporation shall survive the merger and continue under the name Lockheed Martin Corporation.

SIXTH: No amendment is made to the Charter of the Successor Corporation as part of the merger.

SEVENTH: The total number of shares of capital stock that the Merged Corporation has authority to issue is 100,000, all of one class called Common Stock with a par value of \$1.00 per share and an aggregate par value of \$100,000. The total number of shares of capital stock of all classes that the Successor Corporation has authority to issue is 820,000,000, consisting of

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the
page document on file at this office. DATED: 1-26-96 5
STATE DEPARTMENT OF REVENUES AND TAXATION
BY: [Signature] Custodian
This stamp replaces our previous certification system. Effective: 6/95

750,000,000 shares of Common Stock with a par value of \$1.00 per share and an aggregate par value of \$750,000,000, 50,000,000 shares of Series Preferred Stock with a par value of \$1.00 per share and an aggregate par value of \$50,000,000, and 20,000,000 shares of Series A Preferred Stock with a par value of \$1.00 per share and an aggregate par value of \$20,000,000. The aggregate par value of all shares of capital stock of all classes of the Successor Corporation is \$820,000,000.

EIGHTH: The Successor Corporation owns all of the issued and outstanding shares of capital stock of the Merged Corporation.

NINTH: The manner and basis of converting or exchanging issued stock of the Merged Corporation and the Successor Corporation into different stock of a corporation or other consideration, and the treatment of any issued stock not to be converted or exchanged shall be as follows:

(a) each issued share of the Common Stock of the Successor Corporation shall remain outstanding as an issued share of the Common Stock of the Successor Corporation and each issued share of the Series A Preferred Stock of the Successor Corporation shall remain outstanding as an issued share of the Series A Preferred Stock of the Successor Corporation; and

(b) each issued share of the capital stock of the Merged Corporation shall be canceled and cease to exist and no consideration shall be paid in respect thereof.

TENTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by the Merged Corporation and the Successor Corporation in the manner and by the vote required by their respective Charters and the laws of the State of Maryland. The manner of approval by the Merged Corporation and the Successor Corporation of the transaction set forth in these Articles of Merger was as follows:

(a) The board of directors of the Merged Corporation adopted a resolution by unanimous written consent on January 25, 1996, approving the transaction set forth in these Articles of Merger and directing the filing of these Articles of Merger.

(b) The board of directors of the Successor Corporation unanimously adopted a

resolution at a meeting held on January 25, 1996, approving the transaction set forth in these Articles of Merger and directing the filing of these Articles of Merger.

IN WITNESS WHEREOF, the Merged Corporation and the Successor Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by one of their respective Vice Presidents who acknowledge that these Articles of Merger are the act of the Merged Corporation and the Successor Corporation, respectively, and that to the best of their knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles of Merger are true in all material respects.

ATTEST:

MARTIN MARIETTA CORPORATION

Lillian M. Trippett
Lillian M. Trippett
Secretary

By: Frank H. Menaker, Jr.
Frank H. Menaker, Jr.
Vice President and General Counsel

ATTEST:

LOCKHEED MARTIN CORPORATION

Lillian M. Trippett
Lillian M. Trippett
Secretary

By: Frank H. Menaker, Jr.
Frank H. Menaker, Jr.
Vice President and General Counsel