



To all to whom these Presents Shall Come, Greeting:

I, JOHN W. LEWIS, Secretary of State of the State of Illinois,
do hereby certify that the following and hereto attached is a true
photostatic copy of the Articles of Merger, filed November 3,
1972, wherein ALLIED ELECTRONICS CORPORATION, an Illinois
Corporation merged into TANDY CORPORATION, a Delaware
Corporation,

the original of which is now on file and a matter of record in this office.

In Testimony Whereof, *I hereto set my hand and cause to*
be affixed the Great Seal of the State of Illinois.
Done at the City of Springfield this 6th
day of December *AD 19* 72



John W. Lewis

SECRETARY OF STATE

Certificate Number 2888

12-4-72

STATE OF ILLINOIS

OFFICE OF
THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of MERGER* duly signed and verified of
ALLIED ELECTRONICS CORPORATION, an Illinois Corporation,
merged into TANDY CORPORATION, a Delaware Corporation

have been filed in the Office of the Secretary of State on the 3rd
day of November A.D. 1972 as provided by "THE BUSINESS
CORPORATION ACT" of Illinois, in force July 13, A.D. 1933, as amended;
Now Therefore, I, **JOHN W. LEWIS** Secretary of State of the State of Illinois,
by virtue of the powers vested in me by law, do hereby issue this certificate of
MERGER and attach thereto a copy of the *Articles of MERGER*
of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois.
Done at the City of Springfield this 3rd
day of November AD 1972 and
of the Independence of the United States
the one hundred and 97th

(SEAL)

John W. Lewis
SECRETARY OF STATE

FORM BCA-66A

ARTICLES OF MERGER
OF SUBSIDIARY
CORPORATIONS

(Strike out inapplicable words)

2

4091-470-6
(Do not write in this space)

Date Paid 11-3-72
Filing Fee \$ 100.00
Clerk [Signature]

5589 36

To JOHN W. LEWIS, Secretary of State,

The undersigned corporation, pursuant to Section 66A of "The Business Corporation Act" of the State of Illinois, hereby executes the following articles of merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

Name of Corporation

State of Incorporation

Allied Electronics Corporation

Illinois

Tandy Corporation

Delaware

ARTICLE TWO

The laws of Delaware
the State under which such foreign corporation is organized, permit such merger.
~~corporations are~~

ARTICLE THREE

The name of the surviving corporation shall be Tandy Corporation
and it shall be governed by the laws of the State of Delaware

ARTICLE FOUR

The plan of merger is as follows:

[Handwritten signature]
Secretary of State

I. The Merging Corporation shall merge into the Surviving Corporation and upon the effective date of such merger, as hereinafter specified, the Merging Corporation shall cease to exist and shall no longer exercise its powers, privileges and franchises subject to the laws of the State of Illinois, its state of incorporation. The Surviving Corporation shall succeed to the property and assets of and exercise all the powers, privileges and franchises of the Merging Corporation and shall assume and be liable for all of the debts and liabilities, if any, of the Merging Corporation.

II. This Agreement shall be and become effective upon complying with the appropriate state laws. However, for all accounting purposes the Effective Date of the Merger shall be as of the close of business on July 31, 1972.

III. The registered office of said Surviving Corporation in the State of Delaware, its state of incorporation, is located at 100 West 10th Street in the City of Wilmington, County of New Castle, and the name and address of its registered agent is The Corporation Trust Company, 100 West 10th Street, Wilmington, Delaware.

IV. The Agreement of Merger was approved by a majority of the Board of Directors of Tandy Corporation by adopting the following Resolutions by execution of a written consent in lieu of a meeting on June 25, 1972, at Fort Worth, Texas:

RESOLVED: That the officers of Tandy Corporation are authorized to execute all instruments necessary to merge its wholly-owned subsidiary, Allied Electronics Corporation, an Illinois corporation, into Tandy Corporation, to be effective upon complying with the appropriate state laws; however, for all accounting purposes the effective date of the merger shall be as of the close of business on July 31, 1972.

FURTHER RESOLVED: That commencing with the effective date of the Agreement of Merger, Tandy Corporation shall assume all of the obligations of Allied Electronics Corporation.

3

ARTICLE FIVE

The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class owned Immediately Prior to Merger by the Parent Corporation
<u>Allied Electronics Corporation</u> (subsidiary)	<u>10 (common)</u>	<u>10 (common)</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

ARTICLE SIX

The date of mailing a copy of the plan of merger to the shareholders of each merging subsidiary corporation was

June 25, 1972

Was written consent for the merger or written waiver of the 30 day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes

(If answer is in the negative, the duplicate originals of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger to the shareholders of each merging subsidiary corporation).

ARTICLE SEVEN

(Delete this article if surviving or new corporation is to be governed by the laws of the State of Illinois.)

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Illinois:

1. The surviving corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving or new corporation;

2. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceedings; and

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act" of the State of Illinois with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the undersigned corporation has caused these articles of merger to be executed in its name by its Vice President attested by its Secretary, this 24th day of October 19 72

TANDY CORPORATION

By W. H. Michero
Its ~~President~~ or (Vice-President)

PLACE
(Corporate Seal)
Here

Attest:

B. R. Roland
Its ~~Secretary~~ Assistant Secretary

STATE OF TEXAS
COUNTY OF TARRANT } ss.

I, Velda Christine Arington, a Notary Public, do hereby certify that on the 24th day of October, A.D. 19 72, personally appeared before me W. H. Michero who declares he is Vice President of the corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing articles of merger in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Velda Christine Arington
Notary Public

PLACE
(Notarial Seal)
HERE