



To all to whom these Presents Shall Come, Greeting:

I, PAUL POWELL, 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 January
2, 1970, wherein ALLIED RADIO OF INDIANA, an
Indiana corporation, merged into ALLIED ELECTRONICS,
CORPORATION, a Illinois corporation,

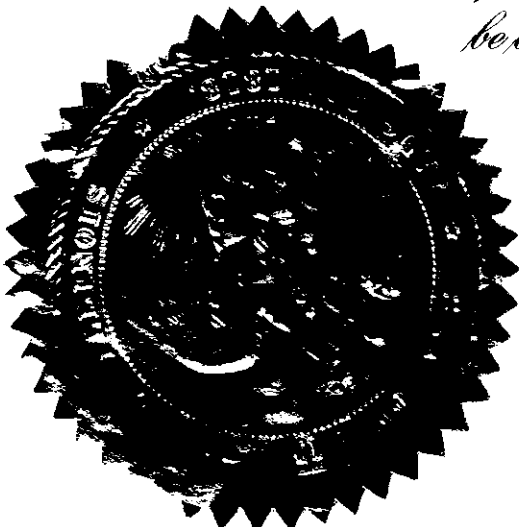
the original of which is now on file and a matter of record in this office.

In Testimony Whereof, *I thereto set my hand and cause to*
be affixed the Great Seal of the State of Illinois,

Done at the City of Springfield this 20th
day of January *AD 19* 70

Paul Powell

SECRETARY OF STATE



Certificate Number 1756

To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of MERGER duly signed and verified of ALLIED RADIO OF INDIANA, INC., an Indiana corporation, merged into ALLIED ELECTRONICS CORPORATION, an Illinois corporation, have been filed in the Office of the Secretary of State on the 2nd day of January A.D. 19 70 as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A.D. 1933 as amended; Now Therefore, I, PAUL POWELL, 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 2nd day of January A.D. 19 70 and of the Independence of the United States the one hundred and 94th.

(SEAL)

Paul Powell
 SECRETARY OF STATE



ARTICLE FIVE

As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of the shares of any class entitled to vote as a class, are:

Name of Corporation	Total Number of Shares Out- standing	Total Number of Shares Entitled to Vote	Designation of Class Entitled to Vote as a Class (if any)	Number of Shares of Such Class (if any)
ALLIED ELECTRONICS CORPORATION	10	10		
ALLIED RADIO OF INDIANA, INC.	10	10		

ARTICLE SIX

As to each corporation, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

Name of Corporation	Total Shares Voted for	Total Shares Voted Against	Class	Shares Voted for	Shares Voted Against
ALLIED ELECTRONICS CORPORATION	10				
ALLIED RADIO OF INDIANA, INC.	10				

ARTICLE SEVEN

All provisions of the laws of the State of Illinois and the State of Indiana
applicable to the proposed ~~consolidation~~ ^{merger} have been complied with.

ARTICLE EIGHT

(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 ~~consolidation~~ ^{merger} by the Secretary of State of the State of Illinois:

1. The ~~new~~ ^{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 ~~consolidation~~ ^{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 ~~new~~ ^{surviving} corporation to accept service of process in any such proceedings; and

3. The ~~new~~ ^{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 ~~consolidation~~ ^{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 each of the undersigned corporations has caused these articles of ~~consolidation~~ ^{merger} to be executed in its name by its president or vice president and its corporate seal to be hereunto affixed, attested by its secretary or assistant secretary, this 19th day of December, 1969

Place
(Corporate Seal)
Here

ALLIED ELECTRONICS CORPORATION

By J. N. Whitson
J. N. Whitson, Its President
~~Vice President~~

ATTEST:

Paul E. Ave
Paul E. Ave
Secretary
Its ~~Assistant Secretary~~

Place
(Corporate Seal)
Here

ALLIED RADIO OF INDIANA, INC.

By J. N. Whitson
J. N. Whitson, Its President
~~Vice President~~

ATTEST:

Paul E. Ave
Paul E. Ave
Secretary
Its ~~Assistant Secretary~~

(over)

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN
CONSOLIDATION CORPORATION

(Strike Inapplicable Words)

(Do not write in this space)

Date Paid

Filing Fee

Clerk

10 16

To PAUL POWELL, Secretary of State,

The undersigned corporations, pursuant to Section 69a of "The Business Corporation Act" of the State of Illinois, hereby execute the following articles of ~~merger~~ ~~consolidation~~ :

ARTICLE ONE

The names of the corporations proposing to ~~merge~~ ~~consolidate~~ 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 RADIO OF INDIANA, INC.

Indiana

ALLIED ELECTRONICS CORPORATION

Illinois

ARTICLE TWO

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

ARTICLE THREE

The name of the ~~surviving~~ ~~new~~ corporation shall be ALLIED ELECTRONICS CORPORATION and it shall be governed by the laws of the State of Illinois

ARTICLE FOUR

The plan of ~~merger~~ ~~consolidation~~ is as follows:

ALLIED RADIO OF INDIANA, INC. shall be merged with and into ALLIED ELECTRONICS CORPORATION, the surviving corporation.

ALLIED ELECTRONICS CORPORATION owns all of the issued and outstanding shares of ALLIED RADIO OF INDIANA, INC. and since there is a duplication of assets, the issued and outstanding shares of ALLIED RADIO OF INDIANA, INC. shall not be converted or exchanged, but upon the merger becoming effective shall be surrendered and cancelled, and no shares or other securities or obligations of ALLIED ELECTRONICS CORPORATION, the surviving corporation, shall be issued in exchange therefor.

Each share of capital stock of ALLIED ELECTRONICS CORPORATION, the surviving corporation, shall remain unchanged.

No changes will be made in the Certificate of Incorporation or the By-Laws of the surviving corporation as a result of this merger.

STATE OF Texas

COUNTY OF Dallas

I, J. A. Rowe, a Notary Public, do hereby certify that on the 11th day of December, A.D. 1932, personally appeared before me

who declares that he is the President of ALLIED ELECTRONIC CORPORATION, one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger consolidation 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.

Place
(Notarial Seal)
Here

Notary Public

STATE OF Texas

COUNTY OF Dallas

I, J. A. Rowe, a Notary Public, do hereby certify that on the 11th day of December, A.D. 1932, personally appeared before me

who declares that he is the President of ALLIED RADIO OF TEXAS, one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger consolidation 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.

Place
(Notarial Seal)
Here

Notary Public

Form BCA-69a

File

ARTICLES OF

MERGER

CONSOLIDATION

OF

(File in Duplicate)

Filing Fee \$100.00

If merger involves more than two corporations, \$50.00 for each additional corporation.