

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of MARINE MONITORING SYSTEMS, INC., an Idaho corporation, file number C 111645 into CONSOLIDATED ELECTRONICS, INC., a Washington corporation, not qualified in Idaho, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of merger.

Dated: April 18, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Joyce Herald*

ARTICLES OF MERGER

APR 18 8 43 AM '96
SECRET
STATE
IDAHO

Pursuant to the provisions of RCW 23B.11.050 and 23B.11.070, Consolidated Electronics, Inc., a Washington corporation, and Marine Monitoring Systems, Inc., an Idaho corporation, hereby execute these Articles of Merger by the terms of which Marine Monitoring Systems, Inc. shall be merged with and into Consolidated Electronics, Inc., and the undersigned corporations further state as follows:

(1) Pursuant to the provisions of a Plan of Agreement and Merger dated January 3, 1996, (the "Agreement") Marine Monitoring Systems, Inc., an Idaho corporation, shall be merged with and into Consolidated Electronics, Inc., a Washington corporation, with Consolidated Electronics, Inc. being designated as the surviving corporation in accordance with the terms and provisions reflected in said Agreement; a copy of the Agreement is attached hereto.

(2) Approval for the Merger by the Shareholders of Consolidated Electronics, Inc. was not required.

(3) The Shareholders of Marine Monitoring Systems, Inc. approved the merger unanimously by Shareholder Consent dated February 29, 1996, which Consent was authorized by the provisions of Idaho Code § 30-1-145.

IN WITNESS WHEREOF, Consolidated Electronics, Inc., the surviving corporation has caused these Articles of Merger to be executed by its duly authorized officer this 29th day of ~~February~~ ^{March}, 1996.

CONSOLIDATED ELECTRONICS, INC.

By: Wendell J. Satri
Wendell J. Satri
President

A G R E E M E N T

MARINE MONITORING SYSTEMS, INC.

Agreement Re Service of Process

APR 15 11 00 AM '96
SECRETARY OF STATE
STATE OF IDAHO

Marine Monitoring Systems, Inc., an Idaho corporation, has agreed to and will be merged with and into Consolidated Electronics, Inc., a Washington corporation, pursuant to a Plan and Agreement of Merger dated January 3, 1996. Consolidated Electronics, Inc. will be the surviving corporation. In accordance with the provisions of Idaho Code 30-1-77, Marine Monitoring Systems, Inc. agrees as follows:

(1) Marine Monitoring Systems, Inc. may be served with process in the State of Idaho in any proceeding for the enforcement of any of its obligations and in any proceeding for the enforcement of the rights of a dissenting shareholder of Marine Monitoring Systems, Inc.;

(2) Marine Monitoring Systems, Inc. hereby irrevocably appoints the Secretary of State of the State of Idaho as its agent upon whom may be served any notice, process or pleading in any action or proceeding against it; and,

(3) Marine Monitoring Systems, Inc. agrees to promptly pay to any dissenting shareholder any amount to which such dissenting shareholder would be entitled under the provisions of the Idaho Code. Shareholders of Marine Monitoring Systems, Inc., however, unanimously approved the merger transaction by shareholder consent dated February 29, 1996.

DATED February 29, 1996.

MARINE MONITORING SYSTEMS, INC.

By: Michael G. Stoor
Michael G. Stoor, President

Attest:

Gerald Stoor
Gerald Stoor, Secretary

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IDAHO SECRETARY OF STATE
DATE 04/15/1996 0900 54302

EX #: 94460 CUST# 3700
MERGER

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