

Filing Fee: \$50.00

59512

**ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS  
INTO**

Broadcast Electronics, Inc.

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

See attached Rider A

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
6913 Broadcast Electronics, Inc.	400	Class A Common Stock	320
59512 Cirrus/Broadcast Acquisition, Inc.	500		

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Broadcast Electronics, Inc.	320	0	Class A Common	320	0
Cirrus/Broadcast Acquisition, Inc.	500	0			

FOURTH: Time merger to become effective (§ 7-1.1-69):

Immediately upon filing

Dated May 21, 1990

Broadcast Electronics, Inc.  
 By [Signature]  
 Its Vice President  
 and [Signature]  
 Its Assistant Secretary  
 Cirrus/Broadcast Acquisition, Inc.  
 By [Signature]  
 Its President  
 and [Signature]  
 Its Assistant Secretary

COMMONWEALTH OF MASSACHUSETTS

~~STATE OF RHODE ISLAND~~

COUNTY OF SUFFOLK

} Sc.

At Braintree in said County on the 21<sup>st</sup> day of  
May 1990, before me personally appeared Howard M. Crow,  
Crow, who being by me first duly sworn, declared that he is  
the Vice President of Broadcast Electronics, Inc.,  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

*Edward M. Kelly*

Notary Public

(NOTARIAL SEAL)

COMMONWEALTH OF MASSACHUSETTS

~~STATE OF RHODE ISLAND~~

COUNTY OF SUFFOLK

} Sc.

At Braintree in said county on the 21<sup>st</sup> day of  
May 1990, before me personally appeared Howard M. Crow,  
Crow, who being by me first duly sworn, declared that he is  
the President of Cirrus/Broadcast Acquisition, Inc.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

*Edward M. Kelly*

Notary Public

(NOTARIAL SEAL)

RECEIVED  
SULLIVAN & GENTLE  
SULLIVAN & GENTLE

MAY 21 12 07 PM '90

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FRANCIS & PIERCE MAY 21 1990

*Rider N*

PLAN OF MERGER

PLAN OF MERGER, dated as of the 21st day of May, 1990 between CIRRUS/BROADCAST ACQUISITION, INC., a corporation organized under the laws of the State of Rhode Island ("Acquisition"), and BROADCAST ELECTRONICS, INC., a corporation organized under the laws of the State of Rhode Island ("BEI"). The two corporations are hereinafter sometimes called the "Constituent Corporations." Acquisition is hereinafter also sometimes referred to as the "Merged Corporation," and BEI is hereinafter also sometimes referred to as the "Surviving Corporation."

WITNESSETH THAT:

WHEREAS, the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations that Acquisition be merged with and into BEI under the terms and conditions hereinafter set forth, such merger (the "Merger") to be effected pursuant to the statutes of the State of Rhode Island in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code; and

WHEREAS, BEI by its Articles of Incorporation has an authorized capital stock consisting of 8,000 shares of which 4,000 shares are Class A Common Stock, \$1.00 par value, of which three hundred twenty (320) shares are now issued and outstanding; and 4,000 shares are Class B Common Stock, \$1.00 par value, of which eighty (80) shares are now issued and outstanding; and

WHEREAS, Acquisition by its Articles of Incorporation has an authorized capital stock consisting of 1,000 shares of Common Stock, \$.01 par value, of which 500 shares are now issued and outstanding; and

NOW, THEREFORE, the Constituent Corporations, parties to this Plan of Merger, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of such Merger and mode of carrying the same into effect as follows:

FIRST: BEI, a corporation organized under the laws of the State of Rhode Island, upon execution of this Plan of Merger hereby assumes all of the liabilities and acquires all of the assets of Acquisition, and agrees to merge into itself Acquisition, a corporation organized under the laws of the State of Rhode Island, and Acquisition shall be merged into BEI, which shall be the Surviving Corporation. The separate existence of Acquisition shall cease at the effective date of the Merger, except insofar as it may be continued by law or in order to carry out the purposes of this Plan of Merger and except as continued in the Surviving Corporation.

SECOND: The Articles of Incorporation of BEI as in effect on the date of the Merger provided for in this Agreement of Merger, shall continue in full force and effect as the charter document of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein or in accordance with law.

THIRD: The manner of converting the outstanding shares of the capital stock of the Merged Corporation into the shares or other securities of the Surviving Corporation shall be as follows:

(a) The three hundred twenty (320) shares of Class A Common Stock and the eighty (80) shares of Class B Common Stock of the Surviving Corporation issued and outstanding on the date

hereof shall, without any further action on the part of any person, be cancelled on and as of the effective date of the Merger.

(b) Each share of Common Stock of the Merged Corporation outstanding on the effective date of the Merger, and all rights in respect thereof, shall, without any further action on the part of anyone, be changed and converted into one share of Class A Common Stock, \$1.00 par value, of the Surviving Corporation on and as of the effective date of the Merger.

(c) After the effective date of the Merger, each holder of a certificate or certificates which theretofore represented shares of Common Stock of the Merged Corporation shall cease to have any rights as a stockholder of the Merged Corporation except such as are expressly reserved to such shareholder by statute. After the effective date of the Merger each holder of any outstanding certificate representing shares of Common Stock of the Merged Corporation shall surrender the same to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive the number of shares of the Surviving Corporation on the basis provided in subsection (b) immediately above. Until so surrendered the certificates representing the outstanding shares of Common Stock of the Merged Corporation to be converted into shares of Class A Common Stock of the Surviving Corporation, as provided herein, may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though such surrender and exchange had taken place.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The by-laws of BEI as they shall exist on the effective date of the Merger shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided or in accordance with law.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders or directors, respectively, and until their successors shall have been elected and qualified.

(c) At and after the effective date of the Merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the Constituent Corporation as they were of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; all



debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

(d) As and when requested by the Surviving Corporation or by its successors or assigns, the Merged Corporation will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Constituent Corporations acquired by the Surviving Corporation by reason or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of the Merged Corporation and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

(e) This Plan of Merger shall be submitted to the shareholders of each of the Constituent Corporations as and to the extent provided by law. The Merger shall take effect when any and all documents or instruments necessary to perfect the

Merger, pursuant to the requirements of the Rhode Island Business Corporation Act, are accepted for filing by the appropriate office of the State of Rhode Island.

(f) This Plan of Merger may be terminated or abandoned by (a) either Constituent Corporation, acting by its Board of Directors, at any time prior to its adoption by the shareholders of both of the Constituent Corporations as and to the extent provided by law, or (b) the mutual consent of the Constituent Corporations, each acting by its Board of Directors, at any time after such adoption by such shareholders and prior to the effective date of the Merger. In the event of such termination or abandonment, this Plan of Merger shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either of the Constituent Corporations or of its Board of Directors or shareholders.

(g) This Plan of Merger constitutes a Plan of Reorganization, as well as a Plan of Merger, to be carried out in the manner, on the terms and subject to the conditions herein set forth.

(h) All corporate acts, plans, policies, approvals and authorizations of Acquisition, its shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date of the Merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as they were on Acquisition.

(i) From the effective date of the Merger, the officers and directors of the Surviving Corporation are hereby authorized in the name of the corporations that were the Constituent Corporations to execute, acknowledge and deliver all instruments and do all things as may be necessary or desirable to vest in the Surviving Corporation any property or rights of either of the Constituent Corporations or to carry out the purposes of this Plan of Merger.

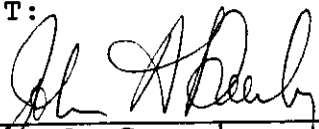
IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President or Executive Vice President and attested by the Secretary or Assistant Secretary of each party hereto.

[Corporate Seal]

CIRRUS/BROADCAST ACQUISITION,  
INC.

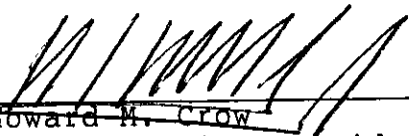
By:   
~~Howard M. Crow~~  
President

ATTEST:


By:   
John A. Doernberg  
Assistant Secretary

[Corporate Seal]

BROADCAST ELECTRONICS, INC.

By:   
~~Howard M. Crow~~  
Executive Vice President

ATTEST:

By:   
John A. Doernberg  
Assistant Secretary

Commonwealth of Massachusetts )  
 ) ss.  
County of Suffolk )

BEFORE ME, the undersigned authority, personally appeared Howard M. Crow and John A. Doernberg, President and Assistant Secretary of CIRRUS/BROADCAST ACQUISITION, INC., a Rhode Island corporation, respectively, to me known to be the persons who executed the foregoing instrument, and acknowledged to and before me that each of them executed said instrument in the name of and on behalf of said corporation for the purposes therein expressed.

WITNESS my hand and official seal this 21st day of May, 1990.

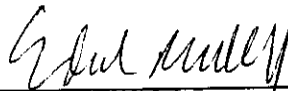


Notary Public  
My Commission expires: 4/21/91

Commonwealth of Massachusetts )  
 ) ss.  
County of Suffolk )

BEFORE ME, the undersigned authority, personally appeared Howard M. Crow and John A. Doernberg, Executive Vice President and Assistant Secretary of BROADCAST ELECTRONICS, INC., a Rhode Island corporation, respectively, to me known to be the persons who executed the foregoing instrument, and acknowledged to and before me that each of them executed said instrument in the name of and on behalf of said corporation for the purposes therein expressed.

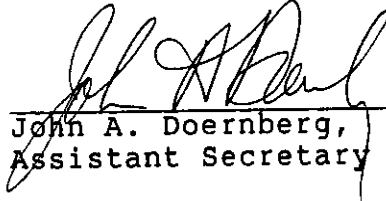
WITNESS my hand and official seal this 21st day of May, 1990.



Notary Public  
My Commission expires: 4/21/91

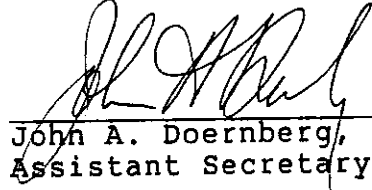
Secretary's Certificate

I hereby certify that the Plan of Merger was duly adopted by the sole stockholder of Cirrus/Broadcast Acquisition, Inc., a Rhode Island corporation, by written consent dated May 21, 1990.

  
\_\_\_\_\_  
John A. Doernberg,  
Assistant Secretary

Assistant Secretary's Certificate

I hereby certify that the Plan of Merger was duly adopted by the sole stockholder of Broadcast Electronics, Inc., a Rhode Island corporation, by written consent dated May 21, 1990.

  
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John A. Doernberg,  
Assistant Secretary

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