

40406
APPROVED
By..... JAB
Date..... 3-31-1989
Amount: \$ 50.00

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CERTIFICATE OF MERGER
OF
CHILTON CORPORATION
A Corporation of the State of Texas
INTO
TRW INC.
A Corporation of the State of Ohio

The Agreement of Merger to which this Certificate is attached having been duly adopted in accordance with the laws of the States of Ohio and Texas as set forth in the attached Certificates of the Vice President and Assistant Secretary of TRW Inc. and the Vice President and Assistant Secretary of Chilton Corporation, each of the parties of said Agreement of Merger, the officers of each constituent corporation do therefore sign this Certificate of Merger pursuant to Section 1701.81 of the Ohio General Corporation Law.

CHILTON CORPORATION

TRW INC.

By: James M. Raservelt
Vice President

By: [Signature]
Vice President

By: Ann M. Sawchuck
Assistant Secretary

By: James C. Bony
Assistant Secretary

MR
5/8/89

CERTIFICATE OF VICE PRESIDENT AND ASSISTANT SECRETARY
OF
CHILTON CORPORATION
SHOWING APPROVAL AND ADOPTION OF
AGREEMENT OF MERGER

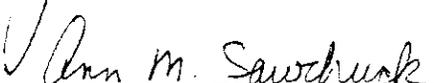
J. M. Roosevelt and A. M. Sawchuck do hereby certify that they are, respectively, a Vice President and an Assistant Secretary of Chilton Corporation, a corporation organized and existing under the laws of the State of Texas, and do hereby further certify that:

- (i) as such officers of the said Corporation, they have duly executed the Agreement of Merger to which this Certificate is attached;
- (ii) such Agreement of Merger has also been signed on behalf of TRW Inc., a corporation of the State of Ohio; and
- (iii) that such Agreement of Merger was duly adopted pursuant to Article 5.07 of the Texas Business Corporation Act by resolutions of the Directors of Chilton Corporation adopted by their written consent as of March 23, 1989, and by the written consent of the sole shareholder of Chilton Corporation as of March 23, 1989.

IN WITNESS WHEREOF, J. M. Roosevelt, Vice President, and A. M. Sawchuck, Assistant Secretary, have hereunto subscribed their names this 29th day of March, 1989.



Vice President



Assistant Secretary

CERTIFICATE OF VICE PRESIDENT AND ASSISTANT SECRETARY

OF

TRW INC.

SHOWING APPROVAL AND ADOPTION OF

AGREEMENT OF MERGER

E. J. Toth and J. C. Bays do hereby certify that they are, respectively, a Vice President and an Assistant Secretary of TRW Inc., a corporation organized and existing under the laws of the State of Ohio, and do hereby further certify that:

- (i) as such officers of such Corporation, they have duly executed the Agreement of Merger to which this certificate is attached;
- (ii) that such Agreement of Merger has also been signed on behalf of Chilton Corporation, a corporation of the State of Texas;
- (iii) that such Agreement of Merger was duly approved pursuant to Section 1701.80 of the Ohio General Corporation Law by unanimous affirmative vote of the members of the Executive Committee of the Directors of TRW Inc. in a meeting duly held on March 23, 1989, without any vote having been taken by the shareholders of TRW Inc., the surviving corporation in this merger (the "Surviving Corporation");
- (iv) that the Articles and Regulations of the Surviving Corporation do not require that the Agreement of Merger be adopted by the shareholders or by the holders of a particular class of shares of the Surviving Corporation; the Agreement of Merger does not conflict with the Articles or Regulations of the Surviving Corporation or require any change to the Articles or Regulations of the Surviving Corporation; nor does the Agreement of Merger authorize any action which apart from the merger would require adoption by the shareholders or by the holders of a particular class of shares of the Surviving Corporation; the merger does not involve issuance or transfer by the

Surviving Corporation to the shareholders of Chilton Corporation of such number of shares of the Surviving Corporation which would entitle the holders thereof after the consummation of the merger to exercise one-sixth or more of the voting power of the Surviving Corporation in the election of the directors; and that there is no change in the directors of the Surviving Corporation that would require action by the shareholders or by the holders of a particular class of said Surviving Corporation;

- (v) that the Surviving Corporation is the owner of 100 percent of the issued and outstanding shares of capital stock of all classes of Chilton Corporation; and
- (vi) that the Agreement of Merger was approved by the action of the Executive Committee of Directors of the Surviving Corporation, and is the duly adopted agreement and act of the Surviving Corporation, and that under the laws of the State of Ohio and the Regulations of the Surviving Corporation, the Executive Committee of the Surviving Corporation, during the intervals between meetings of the Directors, has all the authority of the Directors of the Surviving Corporation, other than that of filling vacancies among the Directors or in any committee of the Directors.

IN WITNESS WHEREOF, the above-named officers of the Surviving Corporation, have hereunto subscribed their signatures this 29th day of March, 1989.

TRW INC.



Vice President



Assistant Secretary

AGREEMENT OF MERGER

BETWEEN

TRW INC.

AND

CHILTON CORPORATION

AN AGREEMENT is made this 29th day of March, 1989, between TRW Inc. ("TRW Inc."), a corporation duly organized and existing under the laws of Ohio, and Chilton Corporation ("Chilton"), a corporation duly organized and existing under the laws of Texas.

WHEREAS, it is desirable for the benefit of TRW Inc. and Chilton that their properties, businesses, assets and liabilities be merged into one surviving corporation which shall be TRW Inc.;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the States of Ohio and Texas, do hereby agree as follows:

Article 1

Merger

Chilton shall be merged with and into TRW Inc. under the laws of the States of Ohio and Texas. TRW Inc. shall be the surviving corporation, and shall continue to exist as a domestic corporation under the laws of the State of Ohio, with all the rights and obligations of such surviving domestic

corporation as are provided by the laws of the State of Ohio. The name of the surviving corporation shall be TRW Inc.

Article 2

Shares

2.1 Chilton has authorized capital stock of 10,000 shares with a par value of fifty cents (\$0.50) per share, of which 10,000 shares are issued and outstanding and are owned legally and beneficially by TRW Inc. All shares of Chilton stock issued and outstanding immediately prior to the date of merger set forth in Article 5 shall, upon and subsequent to such effective date, be deemed extinguished and cancelled. No cash, shares, securities or obligations will be distributed or issued upon cancellation of the shares of Chilton.

2.2 Each share of each class of capital stock of TRW Inc., and each series of each such class which is divided into series, shall continue to be outstanding and to have the same designations and terms provided therefor immediately prior to the time the merger becomes effective, and each share thereof outstanding shall remain unchanged by the merger without the issuance or exchange of any new shares.

Article 3

Articles of Incorporation and Regulations

The Amended Articles of Incorporation and Regulations of TRW Inc., as existing on the effective date of the merger,

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shall continue in full force as the Articles and Regulations of TRW Inc., until altered, amended or repealed as provided therein or as provided by law.

Article 4

Directors

The present Directors of TRW Inc. shall continue to serve as the Directors of TRW Inc. until such time as their successors have been elected and qualified.

Article 5

Effective Date

The merger shall be deemed effective at 11:59 p.m. (Eastern Standard Time) on March 31, 1989 or, if later, at 11:59 p.m. (Eastern Standard Time) on the date it is filed with the Secretary of State of Ohio.

Article 6

Effect of Merger

The effect of the merger shall be as provided by the applicable provisions of the laws of the State of Ohio.

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Article 7

Miscellaneous

7.1 Counterparts: This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

7.2 Controlling Law: The validity, interpretation and performance of the Agreement shall be controlled by and construed under the laws of the State of Ohio.

7.3 Statutory Agent: The name and address of the Statutory Agent for TRW Inc., in the State of Ohio, is Martin A. Coyle, 1900 Richmond Road, Cleveland, Ohio 44124. The present Statutory Agent for TRW Inc. shall continue to serve as the statutory agent for TRW Inc. until such time as its successor has been elected and qualified.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first hereinabove mentioned.

CHILTON CORPORATION

TRW INC.

By: *James M. Russell*
Vice President

By: *[Signature]*
Vice President

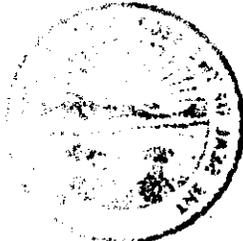
By: *Ann M. Sawchuck*
Assistant Secretary

By: *James C. Boyer*
Assistant Secretary

NOTICE TO CREDITORS

INVESTMENT BANKERS

STATE OF OHIO



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COLUMBUS, OHIO

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Ch. No. 40406

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, SHERROD BROWN, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 6 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 13th day of April A.D. 1989



SHERROD BROWN
Secretary of State

By: S. Mitchell

NOTICE: This is an official certification only when reproduced in red ink