

AGREEMENT OF MERGER

AMONG

TRW INC.

AND

EXECUTIVE SERVICES COMPANIES, INC.

AN AGREEMENT is made this 9th day of December, 1988, between TRW Inc. ("TRW Inc."), a corporation duly organized and existing under the laws of Ohio, and Executive Services Companies, Inc. ("ESC"), a corporation duly organized and existing under the laws of Texas.

WHEREAS, it is desirable for the benefit of TRW Inc. and ESC 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

ESC 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.

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Article 2

Shares

2.1 ESC has authorized capital stock of 1,000,000 shares with no par value, of which 622,100 shares are issued and outstanding and are owned legally and beneficially by TRW Inc. All shares of ESC 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 ESC.

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date of the merger, shall continue in full force as the Articles and Regulations of TRW Inc., until altered, amended or repealed as provided therein or as provided by law.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 January 1, 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

Upon the effectiveness of the merger, the effect of the merger shall be as provided by the applicable provisions of the laws of the State of Ohio.

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 present Statutory Agent for TRW Inc. shall continue to serve as the statutory agent of 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.


EXECUTIVE SERVICES COMPANIES,
INC.

By: 
D. Benner
President

By: 
N.W. Manashil ^{xy}
Vice President/Secretary

TRW INC.

By: 
R.D.C. Whilden
Executive Vice President

By: 
N.W. Manashil ^{xy}
Assistant Secretary

G0582-0361

CERTIFICATE OF MERGER

OF

EXECUTIVE SERVICES COMPANIES, INC.
A Corporation of the State of Texas

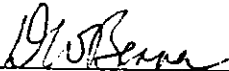
INTO


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 Executive Vice President and Assistant Secretary of TRW Inc. and the President and Vice President/Secretary of Executive Services Companies, Inc., 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.

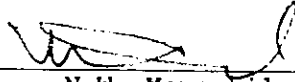
EXECUTIVE SERVICES COMPANIES,
INC.

TRW INC.

By: 
D. Benner
President

By: 
R.D.C. Whilden
Executive Vice President

By: 
N.W. Manashil
Vice President/Secretary

By: 
N.W. Manashil
Assistant Secretary

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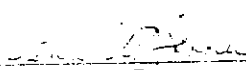
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CERTIFICATE OF PRESIDENT AND VICE PRESIDENT/SECRETARY
OF
EXECUTIVE SERVICES COMPANIES, INC.
SHOWING APPROVAL AND ADOPTION OF
AGREEMENT OF MERGER


D. Benner and N.W. Manashil do hereby certify that they are, respectively, the President and the Vice President/Secretary of Executive Services Companies, Inc., 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) that 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 Executive Services Companies, Inc. adopted by their written consent as of December 5, 1988, and by the written consent of the sole shareholder of Executive Services Companies, Inc. as of December 5, 1988.

IN WITNESS WHEREOF, D. Benner, President, and N.W. Manashil, Vice President/Secretary, have hereunto subscribed their names this 13th day of December, 1988.



D. Benner
President



N.W. Manashil
Vice President/Secretary

00555-0003

CERTIFICATE OF EXECUTIVE VICE PRESIDENT AND ASSISTANT SECRETARY
OF
TRW INC.
SHOWING APPROVAL AND ADOPTION OF
AGREEMENT OF MERGER

R.D.C. Whilden and N.W. Manashil do hereby certify that they are, respectively, an Executive 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 Executive Services Companies, Inc., 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 September 26, 1988, 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 Executive Services Companies Inc. 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 Executive Services Companies, Inc.; 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 13th day of December, 1988.

STATE TO FRANK R. J. C. Whilden
Executive Vice President

is the Indian who had been a former Assistant Secretary

Is this the best you can do?
To see the world in a different light?

1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2176, 2177, 2178, 2179, 2180, 2181, 2182, 2183, 2184, 2185, 2186, 2187, 2188, 2189, 2190, 2191, 2192, 2193, 2194, 2195, 2196, 2197, 2198, 2199, 2200, 2201, 2202, 2203, 2204, 2205, 2206, 2207, 2208, 2209, 2210, 2211, 2212, 2213, 2214, 2215, 2216, 2217, 2218, 2219, 2220, 2221, 2222, 2223, 2224, 2225, 2226, 2227, 2228, 2229, 2230, 2231, 2232, 2233, 2234, 2235, 2236, 2237, 2238, 2239, 2240, 2241, 2242, 2243, 2244, 2245, 2246, 2247, 2248, 2249, 2250, 2251, 2252, 2253, 2254, 2255, 2256, 2257, 2258, 2259, 2260, 2261, 2262, 2263, 2264, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2302, 2303, 2304, 2305, 2306, 2307, 2308, 2309, 2310, 2311, 2312, 2313, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2321, 2322, 2323, 2324, 2325, 2326, 2327, 2328, 2329, 2330, 2331, 2332, 2333, 2334, 2335, 2336, 2337, 2338, 2339, 2340, 2341, 2342, 2343, 2344, 2345, 2346, 2347, 2348, 2349, 2350, 2351, 2352, 2353, 2354, 2355, 2356, 2357, 2358, 2359, 2360, 2361, 2362, 2363, 2364, 2365, 2366, 2367, 2368, 2369, 2370, 2371, 2372, 2373, 2374, 2375, 2376, 2377, 2378, 2379, 2380, 2381, 2382, 2383, 2384, 2385, 2386, 2387, 2388, 2389, 2390, 2391, 2392, 2393, 2394, 2395, 2396, 2397, 2398, 2399, 2400, 2401, 2402, 2403, 2404, 2405, 2406, 2407, 2408, 2409, 2410, 2411, 2412, 2413, 2414, 2415, 2416, 2417, 2418, 2419, 2420, 2421, 2422, 2423, 2424, 2425, 2426, 2427, 2428, 2429, 2430, 2431, 2432, 2433, 2434, 2435, 2436, 2437, 2438, 2439, 2440, 2441, 2442, 2443, 2444, 2445, 2446, 2447, 2448, 2449, 2450, 2451, 2452, 2453, 2454, 2455, 2456, 2457, 2458, 2459, 2460, 2461, 2462, 2463, 2464, 2465, 2466, 2467, 2468, 2469, 2470, 2471, 2472, 2473, 2474, 2475, 2476, 2477, 2478, 2479, 2480, 2481, 2482, 2483, 2484, 2485, 2486, 2487, 2488, 2489, 2490, 2491, 2492, 2493, 2494, 2495, 2496, 2497, 2498, 2499, 2500, 2501, 2502, 2503, 2504, 2505, 2506, 2507, 2508, 2509, 2510, 2511, 2512, 2513, 2514, 2515, 2516, 2517, 2518, 2519, 2520, 2521, 2522, 2523, 2524, 2525, 2526, 2527, 2528, 2529, 2530, 2531, 2532, 2533, 2534, 2535, 2536, 2537, 2538, 2539, 2540, 2541, 2542, 2543, 2544, 2545, 2546, 2547, 2548, 2549, 2550, 2551, 2552, 2553, 2554, 2555, 2556, 2557, 2558, 2559, 2560, 2561, 2562, 2563, 2564, 2565, 2566, 2567, 2568, 2569, 2570, 2571, 2572, 2573, 2574, 2575, 2576, 2577, 2578, 2579, 2580, 2581, 2582, 2583, 2584, 2585, 2586, 2587, 2588, 2589, 2590, 2591, 2592, 2593, 2594, 2595, 2596, 2597, 2598, 2599, 2600, 2601, 2602, 2603, 2604, 2605, 2606, 2607, 2608, 2609, 2610, 2611, 2612, 2613, 2614, 2615, 2616, 2617, 2618, 2619, 2620, 2621, 2622, 2623, 2624, 2625, 2626, 2627, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2672, 2673, 2674, 2675, 2676, 2677, 2678, 2679, 26

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UNITED STATES OF AMERICA, *Charter No.*
STATE OF OHIO, *40406*
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 2 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 2nd day of
February A.D. 1939

Sherrod Brown
SHERROD BROWN
Secretary of State

By: 3-Mitchell

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