

E0565-1840

JOINT PLAN OF MERGER AND AGREEMENT OF MERGER

BETWEEN

TRW INC. AND OPTRON, INC.

AGREEMENT made this 7th day of March, 1979, between TRW Inc., a corporation duly organized and existing under the laws of Ohio ("TRW Inc.") and Optron, Inc., a corporation duly organized and existing under the laws of Nevada ("Optron").

WHEREAS it is desirable for the benefit of TRW Inc. and Optron that their properties, businesses, assets, and liabilities shall 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 State of Ohio and the State of Nevada, do hereby agree as follows:

Article 1

Merger

Optron shall be merged with and into TRW Inc. under the laws of the States of Nevada and Ohio. 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 General Corporation Law of the State of Ohio. The name of the surviving corporation shall be TRW Inc.

Article 2

Shares

Optron has an authorized capital stock of 50,000 shares of Convertible Preferred Stock, \$10 par value per share, none of which are issued and outstanding, and 2,000,000 shares of common stock, par value \$.10, 100 of which shares are issued and outstanding and are owned legally and beneficially by TRW Inc. All shares of Optron 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 or shares or securities or obligations will be distributed or issued upon cancellation of the shares of Optron. Each share of common stock of TRW Inc. outstanding on the effective date of merger shall thereupon, without further action, become one share of common stock of TRW Inc. without the issuance or exchange of new shares or share certificates, and the preferred stock of TRW Inc. shall remain unchanged.

8/3/88

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date of the merger, shall continue in full force as the Articles and Regulations of TRW Inc. until altered, amended, or repealed as provided therein or as provided by law.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 become effective upon the filing hereof 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 this Agreement shall be controlled by and construed under

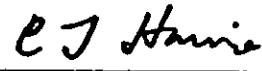
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the laws of the State of Ohio.

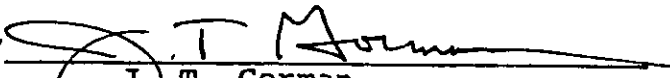
IN WITNESS WHEREOF, the parties have executed this Agreement
as of the day and year first hereinabove mentioned.

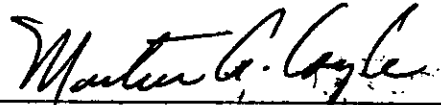
Optron, Inc.

By 
M. A. Coyle
Vice President

By 
C. T. Harvie
Assistant Secretary

TRW Inc.

By 
J. T. Gorman
Vice President and
General Counsel

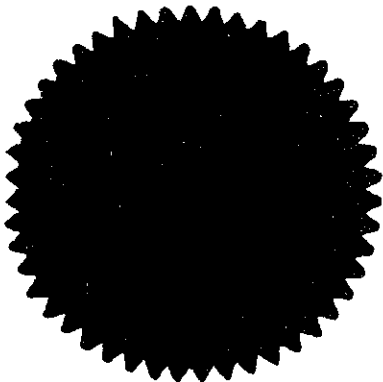
By 
M. A. Coyle
Secretary

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 an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the

Certificate of AGREEMENT OF MERGER of OPTRON, INC., an unqualified Nevada corporation, merging into: TRW INC., survivor of said merger, an Ohio corporation, Charter No. 40406 was

filed in this office on the 9th day of March A.D. 1979
and recorded on ~~(xx)~~ Roll ~~(Volume)~~ B565, Frame ~~(Page)~~ 1840 of
the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 25th day
of July A.D. 1988

Sherrod Brown

SHERROD BROWN
Secretary of State

Rec'd & Filed

AUG 09 1988

#1 MR 15002

Rec'd & Filed