

Commonwealth of Kentucky

Department of State



Office of Secretary of State

THELMA L. STOVALL, SECRETARY

FOREIGN CORPORATION DEPARTMENT

I, THELMA L. STOVALL, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

CERTIFICATE OF CONVERSION OF \$1.50 Cumulative Convertible Preferred

Stock

of BUNKER RAMBO CORPORATION
Name of Corporation

a corporation of the State of DELAWARE, with home
Name of State
office at WILMINGTON, DELAWARE; have or has been filed in
Address

my office. This corporation has complied with the existing laws of the Commonwealth of Kentucky, and is now authorized to transact business in this State, subject to the restrictions imposed by law.

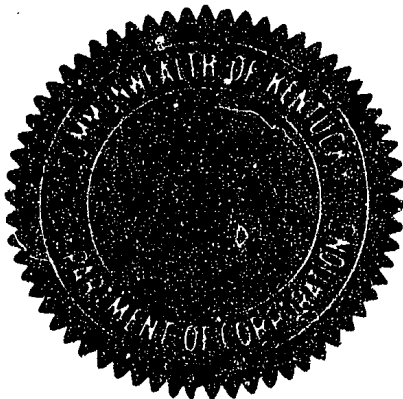
Given under my hand as Secretary of State,
this 5th day of August 19 72

Thelma L. Stovall

Secretary of State

By _____

Assistant Secretary of State.



SECRETARY OF STATE

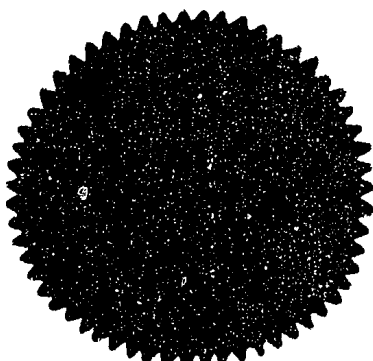
State of Delaware



Office of Secretary of State

I, *Walton H. Simpson*, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Conversion of \$1.50 Cumulative Convertible Preferred Stock of the "BUNKER RAMO CORPORATION", as received and filed in this office the twenty-seventh day of July, A.D. 1972, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this second day of August in the year of our Lord seventy-two, one thousand nine hundred and _____



Walton H Simpson

Secretary of State

R. H. Shell

Asst's Secretary of State

CERTIFICATE OF CONVERSION

OF

\$1.50 CUMULATIVE CONVERTIBLE PREFERRED STOCK
WITHOUT NOMINAL OR PAR VALUE

INTO

COMMON STOCK
WITHOUT NOMINAL OR PAR VALUE

SECRETARY OF STATE
RECEIVED
AUG 7 1972
Ch 10. ew
Commonwealth of Kentucky

BUNKER RAMO CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the total number of shares which said Corporation has authority to issue is 2,064,330 shares of \$1.50 Cumulative Convertible Preferred Stock, without nominal or par value, and 30,000,000 shares of Common Stock, without nominal or par value.

SECOND: That between June 30, 1970, the date of last filing of a Certificate of Conversion, and June 30, 1972, pursuant to the provisions of the Restated Certificate of said Corporation 30,032 shares of \$1.50 Cumulative Convertible Preferred Stock have been surrendered to the Corporation for conversion into 90,096 shares of its Common Stock.

THIRD: That the capital of the Corporation represented by the 30,032 shares of \$1.50 Cumulative Convertible Preferred Stock so surrendered to the Corporation for conversion was \$750,800 and, pursuant to the provisions of Section 243 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation, at a meeting held on the 6th day of July, 1972, duly adopted a resolution providing that the capital of the Corporation be reduced by the amount of \$750,800 resulting in a capital remainder of \$732,781, which amount is equal to or in excess of the aggregate stated value of the 90,096 shares of Common Stock issued upon such conversion.

FOURTH: That the assets of the Corporation remaining after such conversion and reduction of its capital are sufficient to pay any debts of the Corporation, the payment of which has not been otherwise provided for.

FIFTH: That the Restated Certificate of Incorporation prohibits the reissue of said shares of \$1.50 Cumulative Convertible Preferred Stock, when so surrendered for conversion and, pursuant to the provisions of Section 243 of the General Corporation Law of the State of Delaware, upon the effective date of the filing

of this certificate, as therein provided, the Restated Certificate of Incorporation of said Corporation shall be amended so as to effect a reduction in the authorized \$1.50 Cumulative Convertible Preferred Stock of the Corporation to the extent of 30,032 shares, being the total number of such shares so surrendered for conversion between June 30, 1970 and June 30, 1972.

SIXTH: That this Certificate of Conversion shall be effective upon filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, said BUNKER RAMO CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. B. DICKEY, its Vice President, Controller, and attested by David A. Fewkes, its Assistant Secretary, this 21st day of July, 1972.

BUNKER RAMO CORPORATION

By s/J. B. Dickey
J. B. Dickey
Vice President, Controller

(CORPORATE SEAL)

ATTEST:

By s/David A. Fewkes
David A. Fewkes
Assistant Secretary

STATE OF ILLINOIS)
) SS:
COUNTY OF DU PAGE)

BE IT REMEMBERED that on this 21 day of July, 1972, personally came before me, a Notary Public in and for the County and State aforesaid, J. B. Dickey, Vice President, Controller, of BUNKER RAMO CORPORATION, a corporation of the State of Delaware, that he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said Corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Assistant Secretary of said Corporation is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

NOTARIAL SEAL

s/Ruth M. Eriksen

Notary Public

(~~SEAL~~)