

State of Florida



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08 MAY 20 AM 10:35

Public Service Commission

CIRCLE OFFICE CENTER • 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850

COMMISSION
CLERK

-M-E-M-O-R-A-N-D-U-M-

080282

DATE: May 19, 2008

TO: Ann Cole, Commission Clerk - PSC, Office of Commission Clerk

FROM: Melinda H. Watts, Engineering Specialist III, Division of Competitive Markets & Enforcement

RE: Request for name change

DRS Training & Control Systems, Inc. sent the attached correspondence requesting a name change on its CLEC certificate to me by mistake. Please handle appropriately.

DOCUMENT NUMBER-DATE

04157 MAY 20 8

FPSC-COMMISSION CLERK



DRS Technologies, Inc.
Corporate Headquarters
5 Sylvan Way
Parsippany, NJ 07054

973.898.1500
Fax 973.898.4730
<http://www.drs.com>

May 19, 2008

Via Facsimile (1-800-511-0809)

Florida Public Service Commission
Office of the Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Re: DRS Training & Control Systems, Inc. (now DRS C3 Systems, Inc.)
Florida Public Service Commission CLEC Certificate No. 8339

To the Clerk of the Office of the Florida Public Service Commission:

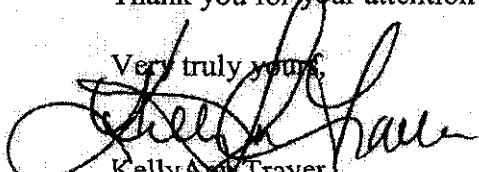
This letter serves as our request to change the company name on the records of the Florida Public Service Commission from DRS Training and Control Systems, Inc. to DRS C3 Systems, Inc. to ensure that the certificated name matches that which is on file with the Florida Department of State.

Please note the aforementioned name change is registered with the Florida Department of State Division of Corporations; same can be confirmed by visiting the Florida Division of Corporation website (business records search - Document Number 301574). I am attaching a copy of the screenshot for ease of reference. Also, DRS C3 Systems, Inc. filed its 2008 Annual Report with the Florida Division of Corporations in April of 2008 and remains in good standing.

Please do not hesitate to contact me should you have any questions or comments.

Thank you for your attention to this matter.

Very truly yours,


Kelly Ann Traver
Manager, Legal Support Services

Cc (via e-mail): Audrey S. Stern, Esq. (DRS Technologies, Inc. - Corporate)
Gisela Harford (DRS Training & Control Systems, Inc.)
Melinda Watts (Florida Public Service Commission)

DOCUMENT NUMBER-DATE

04157 MAY 20 08

FPSC-COMMISSION CLERK

2008 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# 301574

FILED
Apr 09, 2008
Secretary of State

Entity Name: DRS C3 SYSTEMS, INC.

Current Principal Place of Business:645 ANCHORS ST
FT WALTON BEACH, FL 32548**New Principal Place of Business:****Current Mailing Address:**5 SYLVAN WY
PARSIPPANY, NJ 07054**New Mailing Address:**

FEI Number: 59-1118491

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324 US**Name and Address of New Registered Agent:**

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent_____
Date

Election Campaign Financing Trust Fund Contribution ()

OFFICERS AND DIRECTORS:Title: P () Delete
Name: EPSTEIN, EDWIN R
Address: 645 ANCHORS ST
City-St-Zip: FORT WALTON BEACH, FL 32548Title: D () Delete
Name: NEWMAN, MARK S
Address: N POINT PKWY, STE 104
City-St-Zip: WEST PALM BEACH, FL 33407Title: SD () Delete
Name: DUNN, NINA L
Address: 5 SYLVAN WY
City-St-Zip: PARSEPPANY, NJ 01054Title: VPT () Delete
Name: RINSKY, JASON
Address: 5 SYLVAN WAY
City-St-Zip: PARSIPPANY, NJ 07054Title: VPTD () Delete
Name: SCHNEIDER, RICHARD A
Address: 5 SYLVAN WY
City-St-Zip: PARSEPPANY, NJ 01054**ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:**Title: P (X) Change () Addition
Name: DANFORTH, RICHARD
Address: 7800 WISCONSIN AVE. STE. 1000, 10TH FL.
City-St-Zip: BETHESDA, MD 20814Title: D (X) Change () Addition
Name: NEWMAN, MARK S
Address: NORTHPOINT PKWY, STE 104
City-St-Zip: WEST PALM BEACH, FL 33407Title: SD (X) Change () Addition
Name: LASERSON DUNN, NINA
Address: 5 SYLVAN WY
City-St-Zip: PARSEPPANY, NJ 01054Title: () Change () Addition
Name:
Address:
City-St-Zip:Title: TD (X) Change () Addition
Name: SCHNEIDER, RICHARD A
Address: 5 SYLVAN WY
City-St-Zip: PARSIPPANY, NJ 07054

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: JASON RINSKY

VPT

04/09/2008

Electronic Signature of Signing Officer or Director_____
Date



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Detail by Entity Name

Florida Profit Corporation

DRS C3 SYSTEMS, INC.

Filing Information

Document Number 301574
FEI Number 591118491
Date Filed 02/03/1966
State FL
Status ACTIVE
Last Event MERGER NAME CHANGE
Event Date Filed 03/26/2008
Event Effective Date 04/01/2008

Principal Address

645 ANCHORS ST
FT WALTON BEACH FL 32548

Changed 05/03/2000

Mailing Address

5 SYLVAN WY
PARSIPPANY NJ 07054

Changed 01/30/2006

Registered Agent Name & Address

C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324 US

Name Changed: 11/18/2003

Address Changed: 11/18/2003

Officer/Director Detail

Name & Address

Title P

DANFORTH, RICHARD

DOCUMENT NUMBER - DATE
 04157 MAY 20 08
 FPSC-COMMISSION CLERK

7600 WISCONSIN AVE. STE. 1000, 10TH FL.
BETHESDA MD 20814

Title D

NEWMAN, MARK S
NORTHPOINT PKWY, STE 104
WEST PALM BEACH FL 33407

Title SD

LASERSON DUNN, NINA
5 SYLVAN WY
PARSEPPANY NJ 01054

Title VPT

RINSKY, JASON
5 SYLVAN WAY
PARSIPPANY NJ 07054

Title TD

SCHNEIDER, RICHARD A
5 SYLVAN WY
PARSIPPANY NJ 07054

Annual Reports

Report Year Filed Date

2006	01/30/2006
2007	03/13/2007
2008	04/09/2008

Document Images

04/09/2008 -- ANNUAL REPORT



03/26/2008 -- Merger



03/26/2008 -- Merger



03/13/2007 -- ANNUAL REPORT



01/30/2006 -- ANNUAL REPORT



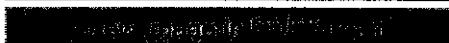
07/07/2005 -- ANNUAL REPORT



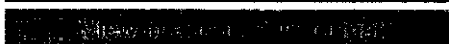
07/01/2004 -- ANNUAL REPORT



11/18/2003 -- Name Change



11/18/2003 -- Reg. Agent Change



02/17/2003 -- ANNUAL REPORT



03/04/2002 -- ANNUAL REPORT



06/07/2001 -- ANNUAL REPORT



05/03/2000 -- ANNUAL REPORT



05/04/1999 -- ANNUAL REPORT



[02/18/1998 -- ANNUAL REPORT](#)



[04/10/1997 -- ANNUAL REPORT](#)



[04/05/1996 -- ANNUAL REPORT](#)



[03/24/1995 -- ANNUAL REPORT](#)



Note: This is not official record. See documents if question or conflict.

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State of Florida



Department of State


I certify the attached is a true and correct copy of the Articles of Merger, filed on March 26, 2008 effective April 1, 2008, for DRS TRAINING & CONTROL SYSTEMS, INC. which changed its name to DRS C3 SYSTEMS, INC., the surviving Florida entity, as shown by the records of this office.

The document number of this entity is 301574.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-sixth day of March, 2008



CR2EO22 (01-07)


Kurt S. Bronning
Secretary of State

EFFECTIVE DATE 4/1/08

ARTICLES OF MERGER

OF

DRS C3 SYSTEMS, LLC

WITH AND INTO

DRS TRAINING & CONTROL SYSTEMS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAR 26 PM 3:29

FILED

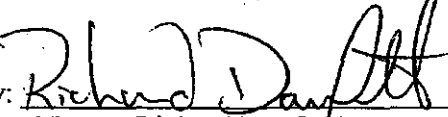
Pursuant to Section 607.1109 of the Florida Business Corporation Act

1. An Agreement and Plan of Merger has been duly adopted providing for the merger of DRS Training & Control Systems, Inc., a Florida corporation, and DRS C3 Systems, LLC, a Delaware limited liability company. DRS Training & Control Systems, Inc. will be the survivor pursuant to section 607.1108 of the Florida Business Corporation Act. The Agreement and Plan of Merger is attached as Exhibit "A". Pursuant to the Agreement and Plan of Merger, all of the outstanding membership interests of DRS C3 Systems, LLC will be acquired by means of a merger of DRS C3 Systems, LLC into DRS Training & Control Systems, Inc., with DRS Training & Control Systems, Inc. being the surviving corporation. In addition, pursuant to the Agreement and Plan of Merger, the Articles of Incorporation of DRS Training & Control Systems, Inc. will be amended to change the name of DRS Training & Control Systems, Inc. to DRS C3 Systems, Inc.

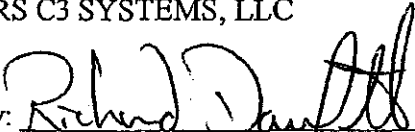
2. The Agreement and Plan of Merger was duly adopted by the unanimous written consent of the board of directors of DRS Training & Control Systems, Inc. on March 18, 2008, and the sole shareholder of DRS Training & Control Systems, Inc. approved the Agreement and Plan of Merger by written consent on March 18, 2008, in accordance with the Florida Business Corporation Act. The Agreement and Plan of Merger was duly adopted by the written consent of the sole manager of DRS C3 Systems, LLC on March 18, 2008, and the sole member of DRS C3 Systems, LLC approved the Agreement and Plan of Merger by written consent on March 18, 2008, in accordance with the applicable laws of the State of Delaware.

3. The effective date of the merger shall be April 1, 2008,

DRS TRAINING & CONTROL SYSTEMS, INC.

By: 
Name: Richard Danforth
Title: President

DRS C3 SYSTEMS, LLC

By: 
Name: Richard Danforth
Title: President

AGREEMENT AND PLAN OF MERGER

BETWEEN

DRS C3 SYSTEMS, LLC

AND

DRS TRAINING & CONTROL SYSTEMS, INC.

AGREEMENT AND PLAN OF MERGER, dated as of March 18, 2008, between DRS Training & Control Systems, Inc., a Florida corporation ("TCS"), and DRS C3 Systems, Inc., a Delaware limited liability company ("C3"), said entities sometimes hereinafter referred to jointly as the constituent entities.

WITNESSETH:

WHEREAS, the board of directors of TCS has approved the merger of DRS EW & Network Systems, Inc., a Delaware corporation ("EWNS"), with and into TCS (with TCS being the surviving corporation (the "EWNS Merger")); and

WHEREAS, conditioned upon the effectiveness of the EWNS Merger, the board of directors of TCS and the manager of C3 have approved and adopted this Agreement and Plan of Merger and deem it advisable that C3 be merged with and into TCS pursuant to this Agreement and Plan of Merger and the applicable laws of the State of Florida and the State of Delaware for purposes of corporate simplification and reduction of expenses; and

WHEREAS, DRS Technologies, Inc., the sole stockholder of TCS and the sole member of C3, have approved the proposed merger of C3 with and into TCS on the terms set forth in this Agreement and Plan of Merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, C3 and TCS do hereby agree, each with the other as follows:

Article I

C3 and TCS shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the State of Florida and the State of Delaware, by C3 merging into TCS, and TCS shall be the surviving corporation.

Article II

The merger will become effective on April 1, 2008. Upon the merger becoming effective (the time when the merger shall become so effective being sometimes hereinafter referred to as the "effective date of the merger"):

1. The two constituent entities shall be a single corporation, which shall be TCS as the surviving corporation, and the separate existence of C3 shall cease except to the extent provided by the laws of the State of Delaware in the case of a limited liability company after its merger into a corporation;

2. TCS shall thereupon and thereafter possess all the rights, privileges, powers and franchises, as well of a public as of a private nature, of each of the constituent entities; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the constituent entities be taken and deemed to be vested in the surviving corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the constituent entities shall not revert or be in any way impaired by reason of the merger;

3. TCS shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the constituent entities; and any claim existing or action or proceeding pending by or against either of the constituent entities may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the constituent entities shall be impaired by the merger;

4. The aggregate amount of the net assets of the constituent entities which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the surviving corporation;

5. It is intended that the merger will be effective subsequent to the EWNS Merger (with TCS being the surviving corporation).

Article III

1. The charter of TCS shall be amended as follows, and, as so amended, shall continue in full force and effect and shall constitute the charter of the surviving corporation until further amended in the manner provided by law.

Article I. shall be amended so as to read in its entirety as follows:

Name. The name of this corporation is DRS C3 Systems, Inc.

2. The bylaws of TCS as existing and constituted immediately prior to the effective date of the merger shall be and constitute the bylaws of the surviving corporation.

3. The board of directors, and the members thereof, and the officers of TCS immediately prior to the effective date of the merger shall be and constitute the board of directors, and the members thereof, and the officers of the surviving corporation.

Article IV

On the effective date of the merger, each outstanding membership interest of C3 shall be deemed to be surrendered by its holder and to be of no further force or effect, in exchange for payment of an aggregate of \$1.00, and the shares of TCS shall thereafter constitute the shares of the corporation that shall survive the merger.

Article V

TCS, as the surviving corporation, shall pay all expenses of carrying this Agreement and Plan of Merger into effect and accomplishing the merger herein provided for.

Article VI

If at any time the surviving corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of C3, the proper officers and directors of TCS shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the surviving corporation, and otherwise carry out the purposes of this Agreement and Plan of Merger.

Article VII

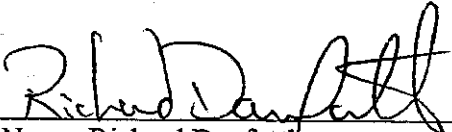
This Agreement and Plan of Merger shall be deemed to be the Agreement and Plan of Merger of the constituent entities upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Florida and of the State of Delaware, as heretofore amended and supplemented.

Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by the mutual consent of the constituent entities evidenced by the appropriate resolutions of their respective board of directors or managers at any time prior to the effective date of the merger.

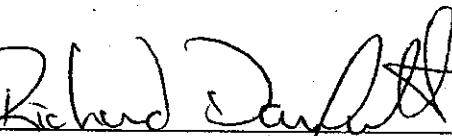
* * *

IN WITNESS WHEREOF, C3 and TCS have caused this Agreement and Plan of Merger to be executed as of the date first set forth above.

DRS C3 SYSTEMS, LLC,
a Delaware limited liability company

By 
Name: Richard Danforth
Title: President

DRS TRAINING & CONTROL SYSTEMS, INC.
a Florida corporation

By 
Name: Richard Danforth
Title: President