



L3HARRIS™

RESTATED CERTIFICATE
OF INCORPORATION
OF
L3HARRIS TECHNOLOGIES, INC.
(1995)*

*Restated Certificate of Incorporation of Harris Corporation (1995), as amended by (i) the Certificate of Change of Location of Registered Office and of Registered Agent, as filed on December 21, 2007; (ii) the Certificate of Amendment to the Restated Certificate of Incorporation, as filed on October 28, 2008; (iii) the Certificate of Amendment to the Restated Certificate of Incorporation, as filed on October 26, 2012; (iv) the Certificate of Amendment to the Restated Certificate of Incorporation, as filed on June 28, 2019 and effective as of 12:01a.m., Eastern Daylight Time, on June 29, 2019; and (v) the Certificate of Amendment to the Restated Certificate of Incorporation, as filed on April 28, 2020.

RESTATED CERTIFICATE OF INCORPORATION
OF L3HARRIS TECHNOLOGIES, INC.
(1995)*

HARRIS CORPORATION, a corporation organized and existing under and by virtue of an Act of the General Assembly of the State of Delaware, entitled “An Act Providing A General Corporation Law,” approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on December 6, 1926, and recorded in the office of the Recorder of Deeds of the State of Delaware in and for New Castle County on December 6, 1926, does hereby certify:

I. That the name under which this corporation was originally incorporated was “HARRIS-SEYBOLD-POTTER COMPANY.” This name was changed to “HARRIS-SEYBOLD COMPANY” by an amendment to the Certificate of Incorporation filed in the office of the Secretary of State of Delaware on April 3, 1946. The name was further changed to “HARRIS-INTERTYPE CORPORATION” by an amendment to the Certificate of Incorporation filed in the office of the Secretary of State of Delaware on June 27, 1957. The name was further changed to “HARRIS CORPORATION” by an amendment to the Restated Certificate of Incorporation (1972) filed in the office of the Secretary of State of Delaware on May 15, 1974.

II. That at a meeting of the Board of Directors of said corporation held on August 26, 1995, resolutions were duly adopted proposing an amendment to the Restated Certificate of Incorporation (October 1986) of said corporation, declaring said amendment to be advisable and directing that said amendment be submitted to the stockholders for their approval; that said amendment was duly adopted by a vote of the stockholders of said corporation on October 27, 1995; that the following Restated Certificate of Incorporation (1995) was duly adopted in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware, that such incorporates that amendment adopted by the shareholders of the corporation on October 27, 1995 and hereby restates and integrates the provisions of said corporation’s Restated Certificate of Incorporation (October 1986) as theretofore amended or supplemented, and that there is no discrepancy between those provisions and the provisions of the following Restated Certificate of Incorporation (1995).

FIRST: The name of this corporation is

L3Harris Technologies, Inc.

SECOND: Its registered office in the State of Delaware is located at 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle. The name and address of its

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registered agent is Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, Delaware 19808.

THIRD: The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

To acquire the entire assets, business and good will of the Harris Automatic Press Company, an Ohio corporation, and of any other corporations and in connection therewith to determine what portion of the assets so acquired shall constitute capital and what portion shall constitute surplus available for dividends on the capital stock of this corporation, such surplus not to exceed the combined surpluses of the companies whose assets are so acquired as of the time of the acquisition thereof;

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

To engage in the manufacture of printing and lithographing presses of any and all types and makes, also paper cutting and trimming machinery and any and all machines and articles that may be used in the printing and lithographing business;

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description;

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation;

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government and while the owner thereof to exercise all the rights, powers and privileges of ownership;

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise;

To issue common stock, purchase warrants in connection with the sale or issue of the shares of capital stock of any class, or of other securities in order to vest in the purchasers or holders of such shares of capital stock or other securities the option right to purchase shares of common stock of the corporation in such amount and upon such terms as may be set forth in such warrants, all shares of common stock reserved for the purpose of

being sold pursuant to the terms of such warrants to be free from any and all preemptive rights of any stockholders with respect thereto;

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country;

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH: Section 1. The total number of shares of all classes of stock which this corporation shall have authority to issue is 501,000,000 shares, of which 500,000,000 shares shall be common stock of the par value of \$1 per share and 1,000,000 shares shall be preferred stock without par value.

Section 2. The terms and provisions of the Common Stock of the par value of \$1 per share are as follows:

A. The holders of Common Stock are entitled at all times to one vote for each share; subject, however, to the voting rights of the holders of the Preferred Stock. The Common Stock is subject to all of the terms and provisions of the Preferred Stock as fixed by the Board of Directors as hereinafter provided.

B. No holder of any class of shares of the corporation shall have any preemptive or other preferential right to subscribe to or purchase any shares of any class of stock of the corporation, whether now or hereafter authorized and whether unissued or in the treasury, or to subscribe to or purchase any obligations convertible into shares of any class of stock of the corporation, at any time issued or sold.

Section 3. The Preferred Stock shall be issued from time to time in one or more series with such distinctive serial designations and (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or non-

cumulative) at such rate or rates; on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation, at such price or prices or at such rates of exchange, and with such adjustments; and (f) shall have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the issue of such Preferred Stock from time to time adopted by the Board of Directors pursuant to authority so to do which is hereby vested in the Board.

FIFTH: This corporation is to have perpetual existence.

SIXTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to Article FOURTEENTH of this Certificate of Incorporation, to make and alter the by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger) or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by resolution of the stockholders or directors.

Subject to Article FOURTEENTH of this Certificate of Incorporation, if the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interest of the corporation.

Subject to Article FOURTEENTH of this Certificate of Incorporation, this corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware, at such places as may be from time to time designated by the Board of Directors.

EIGHTH: Subject to Article FOURTEENTH of this Certificate of Incorporation, this corporation reserves the right to amend, alter, change or repeal any provision contained in the Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

NINTH: Reserved.

TENTH: Reserved.

ELEVENTH: Subject to Article FOURTEENTH of this Certificate of Incorporation, the business and affairs of this corporation shall be managed by or under the direction of a Board of Directors consisting of not less than 8 or more than 13 directors, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the entire Board of Directors.

At each annual meeting of stockholders, all directors shall be elected for terms expiring at the next annual meeting of stockholders and until such directors' successors shall have been elected and qualified. In no case will a decrease in the number of directors shorten the term of any incumbent director.

Subject to Article FOURTEENTH of this Certificate of Incorporation, any vacancy on the Board of Directors that results from an increase in the number of directors may be filled by a majority of the Board of Directors then in office, and any other vacancy occurring in the Board of Directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor.

Any director, or the entire Board of Directors, of this corporation may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors at a meeting of stockholders called for that purpose.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series of preferred or preference stock issued by this corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Certificate of Incorporation applicable thereto, and such directors so elected shall not be divided into classes unless expressly provided by such terms.

No director of this corporation shall be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's

duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit.

TWELFTH: No action shall be taken by stockholders of this corporation except at an annual or special meeting of stockholders of this corporation.

THIRTEENTH: Special meetings of stockholders of this corporation may be called at any time by, but only by, the board of directors of this corporation or, as and to the extent required by the by-laws of this corporation, by the Secretary of this corporation upon the written request of the holders of record of not less than 25% of the voting power of all outstanding shares of Common Stock of this corporation, such voting power to be calculated and determined in the manner specified, and with any limitations as may be set forth, in this corporation's by-laws. Each special meeting shall be held at such date, time and place either within or without the State of Delaware as may be stated in the notice of the meeting.

FOURTEENTH:

Section 1. Definitions

“Closing Date” means the Closing Date (as such term is defined in the Merger Agreement).

“Designated L3 Directors” means the directors of this corporation (other than the Former L3 CEO) who were designated by L3 prior to the Effective Time and appointed by the Board of Directors to serve as directors of this corporation effective as of the Effective Time, in each case, pursuant to Article IV of the Merger Agreement.

“Designated Harris Directors” means the directors of this corporation (other than the Pre-Closing CEO) who were designated by Harris prior to the Effective Time to continue to serve as directors of this corporation effective as of the Effective Time, in each case, pursuant to Article IV of the Merger Agreement.

“Effective Time” means the Effective Time (as such term is defined in the Merger Agreement).

“Former L3 CEO” means the chairman, chief executive officer and president of L3 as of immediately prior to the Effective Time.

“Former L3 Directors” means the Designated L3 Directors and the Former L3 CEO.

“Former Harris Directors” means the Designated Harris Directors and the Pre-Closing CEO.

“Merger Agreement” means that certain Agreement and Plan of Merger, dated as of October 12, 2018, among L3 Technologies, Inc. (“L3”), Harris Corporation (“Harris”) and

Leopard Merger Sub Inc., as amended, restated, supplemented or otherwise modified from time to time.

“Pre-Closing CEO” means the chairman, chief executive officer and president of this corporation as of immediately prior to the Effective Time.

“Supermajority” of the directors then serving or, where applicable, the independent directors then serving means at least seventy-five percent (75%) of such directors or independent directors, as applicable; provided, that if such Supermajority yields a non-integer number of directors or independent directors, as applicable, the requisite number of directors or independent directors, as applicable, shall be rounded up to the nearest integer.

Section 2. Board of Directors

A. From and after the Closing Date until the third (3rd) anniversary of the Closing Date (the “Specified Post-Merger Period”), unless a Supermajority of the then-serving directors shall have adopted a resolution to the contrary (except that such resolution shall not provide that the business and affairs of this corporation shall be managed by or under the direction of a Board of Directors consisting of less than 8 or more than 13 directors), the Board of Directors shall be comprised of twelve (12) members.

B. As of the Effective Time, the Board of Directors shall be composed of (i) five (5) Designated L3 Directors; (ii) five (5) Designated Harris Directors; (iii) the Former L3 CEO; and (iv) the Pre-Closing CEO.

C. During the Specified Post-Merger Period, unless a Supermajority of the then-serving directors shall have adopted a resolution to the contrary, any vacancy on the Board of Directors shall be filled by a nominee designated and proposed by the Nominating and Governance Committee and approved by the affirmative vote of a Supermajority of the then-serving directors.

D. During the Specified Post-Merger Period, unless a Supermajority of the then-serving directors shall have adopted a resolution to the contrary, any approval for nomination or nomination by the Board of Directors of any candidate for election to the Board of Directors at any meeting of stockholders at which the stockholders of the Company shall elect directors of the Company must be approved by the affirmative vote of a Supermajority of the then-serving directors, as applicable; provided, that if such candidate is a Former L3 Director or Former Harris Director then serving on the Board of Directors, such approval need only be by the affirmative vote of at least a majority of the then-serving directors.

Section 3. Executive Chairman; Vice-Chairman and Lead Independent Director

A. During the Specified Post-Merger Period, unless a Supermajority of the then-serving independent directors shall have adopted a resolution to the contrary, (i) the Pre-Closing CEO shall serve as Executive Chairman of the Board of Directors; and (ii) the Former L3 CEO shall serve as Vice Chairman of the Board of Directors.

B. As of the Effective Time, the Lead Independent Director of the Board of Directors shall be a Designated L3 Director designated by L3 prior to the Effective Time pursuant to Article IV of the Merger Agreement; provided that such Designated L3 Director must meet the independence standards of the NYSE with respect to the Company as of the Effective Time.

C. During the Specified Post-Merger Period, unless a Supermajority of the then-serving independent directors shall have adopted a resolution to the contrary (excluding, with respect to any such resolution in regard to clauses (i) or (ii) below that is in respect of the Lead Independent Director, the Lead Independent Director then-serving in such role), (i) the removal of, or the failure to designate, appoint or elect, (A) the Pre-Closing CEO to serve as the Executive Chairman, (B) the Former L3 CEO to serve as the Vice Chairman or (C) the Designated L3 Director designated as the Lead Independent Director prior to the Effective Time to serve as the Lead Independent Director of the Board of Directors or (ii) any material modification to any of the duties or authority of each of the Executive Chairman, the Vice Chairman or the Lead Independent Director of the Board of Directors, in each case of clauses (i) and (ii), shall require the affirmative vote of a Supermajority of the then-serving independent directors (excluding, in each case of clauses (i) and (ii), to the extent such proposed removal, failure to designate, appoint or elect or such material modification is in respect of the Lead Independent Director, the Lead Independent Director then-serving in such role).

Section 4. Board Committees

A. During the Specified Post-Merger Period, unless a Supermajority of the then-serving directors shall have adopted a resolution to the contrary, (i) the Board of Directors shall designate, establish and maintain the following standing committees (each, a “Specified Post-Merger Committee”): (A) the Audit Committee, (B) the Nominating and Governance Committee; (C) the Finance Committee; and (D) the Compensation Committee; (ii) each such Specified Post-Merger Committee shall consist of at least four (4) directors and; (iii) the Board of Directors shall have discretion to change the name(s) of such standing committees from time to time by the affirmative vote of a majority of the then-serving directors.

B. As of the Effective Time, each Specified Post-Merger Committee shall be composed of an equal number of Former Harris Directors and Former L3 Directors. During the Specified Post-Merger Period, unless a Supermajority of the then-serving directors shall have adopted a resolution to the contrary, the members of each Specified Post-Merger Committee (including the initial members as of the Effective Time) shall be designated, appointed and approved by the affirmative vote of a Supermajority of the then-serving directors.

C. As of the Effective Time, (i) the chairperson of the Audit Committee shall be a Former L3 Director; (ii) the chairperson of the Nominating and Governance Committee shall be a Former L3 Director; (iii) the chairperson of the Finance Committee shall be a Former Harris Director; and (iv) the chairperson of the Compensation Committee shall be a Former Harris Director. During the Specified Post-Merger Period, unless a Supermajority of the then-serving directors shall have adopted a resolution to the contrary, the chairperson of each Specified Post-Merger Committee (including the initial chairperson for each Specified Post-Merger Committee as of the Effective Time) shall be designated, appointed and approved by the affirmative vote of a Supermajority of the then-serving directors; provided that each such designated chairperson

must meet all director independence and other standards of the New York Stock Exchange and the U.S. Securities and Exchange Commission applicable to his or her service as chairperson.

Section 5. Integration Steering Committee

During the Specified Post-Merger Period, unless a Supermajority of the then-serving independent directors shall have adopted a resolution to the contrary, the Pre-Closing CEO and the Former L3 CEO shall (i) establish and co-chair an integration steering committee to be composed of executives and other employees to be mutually selected by the Pre-Closing CEO and the Former L3 CEO at any time and from time to time and (ii) have joint responsibility for overseeing the officer of this corporation that is responsible for leading the integration process of the businesses of Harris and L3 following the Effective Time.

Section 6. Chief Executive Officer

A. Until the second (2nd) anniversary of the Closing Date, unless a Supermajority of the then-serving independent directors shall have adopted a resolution to the contrary, the Pre-Closing CEO shall serve as the Chief Executive Officer. As of the Effective Time, the Chief Executive Officer shall be responsible for oversight of enterprise-wide functions; and executive officers, including the President and Chief Operating Officer, Chief Financial Officer, Human Resources Officer, General Counsel, Chief Technology Officer and Chief Information Officer, shall directly report to the Chief Executive Officer; provided, however, that the performance evaluation of the President and Chief Operating Officer shall be conducted by the then-serving independent directors.

B. From the second (2nd) anniversary of the Closing Date until his resignation, removal (in accordance with this Section 6) or other permanent cessation of service (unless he shall have earlier resigned or otherwise permanently ceased his service to this corporation), the Former L3 CEO shall serve as the Chief Executive Officer, unless prior to the expiration of the Specified Post-Merger Period, a Supermajority, and after the expiration of the Specified Post-Merger Period a majority, of the then-serving independent directors shall have adopted a resolution to the contrary.

C. During the Specified Post-Merger Period, unless a Supermajority of the then-serving independent directors shall have adopted a resolution to the contrary, the following actions shall require the affirmative vote of a Supermajority of the then-serving independent directors:

(i) the removal of, or failure to appoint, (A) prior to the second (2nd) anniversary of the Closing Date, the Pre-Closing CEO (unless he shall have earlier resigned or otherwise permanently ceased his service to this corporation) and (B) on and after the second (2nd) anniversary of the Closing Date until the expiration of the Specified Post-Merger Period (unless he shall have earlier resigned or otherwise permanently ceased his service to this corporation), the Former L3 CEO, in each case, as Chief Executive Officer;

(ii) cancel, delay or otherwise prevent the appointment of the Former L3 CEO as the Chief Executive Officer on the second (2nd) anniversary of the Closing Date

(unless he shall have earlier resigned or otherwise permanently ceased his service to this corporation);

(iii) the replacement of the Chief Executive Officer upon his resignation, removal or other permanent cessation of service (provided, that upon the removal (in accordance with this Section 6), resignation or other permanent cessation of service of the Pre-Closing CEO as Chief Executive Officer prior to the second (2nd) anniversary of the Closing Date, the Former L3 CEO shall be appointed and serve as the Chief Executive Officer (unless he shall have earlier resigned or otherwise permanently ceased his service to this corporation));

(iv) any material modification to any of the duties, authority or reporting relationships of the Chief Executive Officer; or

(v) any material modification to the compensation arrangements of the Chief Executive Officer (if either the Pre-Closing CEO or the Former L3 CEO is then serving as the Chief Executive Officer).

Section 7. President and Chief Operating Officer

A. Until the second (2nd) anniversary of the Closing Date, unless a Supermajority of the then-serving independent directors shall have adopted a resolution to the contrary, the Former L3 CEO shall serve as the President and Chief Operating Officer. As of the Effective Time, the President and Chief Operating Officer shall be responsible for oversight of operational functions; and operating functions, including the president(s) of each operating segment, business development, supply chain and manufacturing, shall directly report to the President and Chief Operating Officer.

B. Until the second (2nd) anniversary of the Closing Date, unless a Supermajority of the then-serving independent directors shall have adopted a resolution to the contrary, the following actions will require the affirmative vote of a Supermajority of the then-serving independent directors:

(i) the removal of, or failure to appoint, the Former L3 CEO as President and Chief Operating Officer (unless he shall have earlier resigned or otherwise permanently ceased his service to this corporation);

(ii) any material modification to any of the duties, authority or reporting relationships of the President and Chief Operating Officer; or

(iii) any material modification to the compensation arrangements of the President and Chief Operating Officer (if the Former L3 CEO is then serving as President and Chief Operating Officer).

Section 8. Corporate Headquarters

As of the Effective Time, the headquarters of this corporation shall be in Melbourne, Florida (which headquarters shall, for purposes of this Certificate of Incorporation, be deemed to be the “principal executive office” and “principal place of business” of this corporation).

Section 9. Amendments to this Article FOURTEENTH; Conflicts

A. During the Specified Post-Merger Period, the provisions of this Article FOURTEENTH shall not be modified, amended or repealed, and any provision of this Article FOURTEENTH or other resolution inconsistent with this Article FOURTEENTH shall not be adopted, or any such modification, amendment, repeal or inconsistent provision of this Article FOURTEENTH or other resolutions shall not be recommended for adoption by the stockholders of this corporation (each, an “Amendment”), without the approval of a Supermajority of the then-serving directors; provided that (i) the approval of a Supermajority of the then-serving independent directors shall be required for any Amendment of Section 3 of this Article FOURTEENTH (other than to the extent such Amendment relates to the Lead Independent Director), Section 6 of this Article FOURTEENTH and Section 7 of this Article FOURTEENTH and (ii) the approval of a Supermajority of the then-serving independent directors (excluding the Lead Independent Director if a Lead Independent Director is then-serving in such role) shall be required for any Amendment of Section 3 of this Article FOURTEENTH to the extent such Amendment relates to the Lead Independent Director.

B. In the event of any inconsistency between any other provision of this Certificate of Incorporation (other than Article TENTH) or any provision of the by-laws of this corporation, on the one hand, and any provision of this Article FOURTEENTH, on the other hand, the provisions of this Article FOURTEENTH shall control; provided, that in the event of any inconsistency between Article TENTH of this Certificate of Incorporation and the provisions of this Article FOURTEENTH, the provisions of Article TENTH shall control.

IN WITNESS WHEREOF, HARRIS CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate to be signed by its Chairman, President and Chief Executive Officer, and its Assistant Secretary this 8th day of December, 1995.

HARRIS CORPORATION

By:

/s/ P.W. Farmer
P.W. Farmer, Chairman, President
and Chief Executive Officer

Attest:

/s/ K.G. Fink
K.G. Fink, Assistant Secretary

STATE OF FLORIDA)
BREVARD COUNTY) ss:

BE IT REMEMBERED that on this 8th day of December, 1995, personally came before me, a Notary Public in and for the County and State aforesaid, P.W. Farmer, Chairman, President and Chief Executive Officer, and K.G. Fink, Assistant Secretary of Harris Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing Certificate, known to me personally to be such, and they, the said P.W. Farmer and K.G. Fink, as such Chairman, President and Chief Executive Officer, and such Assistant Secretary, duly executed said Certificate before me and acknowledged the said Certificate to be their act and deed and the act and deed of said corporation and that the facts stated therein are true; that the signatures of said Chairman, President and Chief Executive Officer, and Assistant Secretary of said corporation to said foregoing Certificate are in the handwriting of the said Chairman, President and Chief Executive Officer, and Assistant Secretary of said corporation, respectively, and that the seal affixed to said Certificate 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.

/s/ Sandra DePascale
Sandra DePascale
Notary Public, State of Florida
Commission CC 342399
Commission Expires 02/13/98