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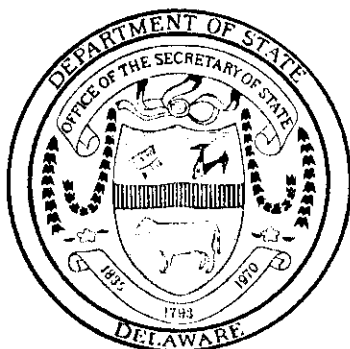
State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

~~Certificate of~~ Restated Certificate of Incorporation

filed in this office on May 20, 1982



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: *M. Toon*

DATE: June 17, 1983

RESTATED
CERTIFICATE OF INCORPORATION
OF
KIDDE, INC.

FILED

MAY 20 1982

Handwritten signature
SECRETARY OF STATE

Pursuant to Section 243 of the
General Corporation Law of Delaware

The Certificate of Incorporation of the Corporation was originally filed by W. K. J. Corporation (now Kidde, Inc.) with the Secretary of State of Delaware on March 15, 1968. The following Restated Certificate of Incorporation not only restates the original Certificate of Incorporation and Amendments thereto, but also includes further amendments adopted by the shareholders of Kidde, Inc. on April 21, 1982.

FIRST

The name of the corporation (hereinafter called the "Corporation") is Kidde, Inc.

SECOND

The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is 306 South State Street, City of Dover, County of Kent; and the name of the registered agent of the Corporation in the State of Delaware at such address is United States Corporation Company.

THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH

The aggregate number of shares which the Corporation shall have authority to issue is 70,000,000 which are divided into 10,000,000 Preference Shares of a par value of \$1.00 each and 60,000,000 Common Shares of a par value of \$1.25 each.

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SUBPART A

1. Issuance of Preference Shares in Series.

Subject to the provisions of Section 151 of the General Corporation Law, the Board of Directors or the Executive Committee (acting under duly constituted authority) of the Corporation is authorized to issue the Preference Shares of the Corporation, from time to time in one or more series all of which shall rank equally and be identical except with respect to the voting rights, if any, and the distinctive serial designation of each series; the rate or rates of preferential, non-participating dividends payable in cash annually, semi-annually, or quarterly; the times of payment of dividends and whether dividends shall be cumulative and if cumulative the dates from which dividends shall be cumulative; the price or prices and the time at which the same may be redeemed, which shall be not less than the par value thereof, plus dividend arrearages, if any; the notice of redemption required; the amount and terms of any sinking or purchase fund, if any, for the purchase or redemption thereof, provided such sinking fund is payable only out of funds legally available therefor; the terms, conditions, rights, privileges, and other provisions, if any, respecting the conversion of any or all series of Preference Shares into Common Shares or shares of another series of Preference Shares; and the preferential amount or amounts which shall be paid to the holders thereof in the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, which shall be not less than the par value plus dividend arrearages, if any.

2. Dividends.

Subject to the limitations prescribed in this Article Fourth and any further limitations in accordance herewith, the holders of Common Shares shall be entitled to receive, when and as declared by the Board of Directors or the Executive Committee (acting under duly constituted authority) of the Corporation, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property, or in Common Shares. No dividends other than dividends payable in Common Shares shall be paid on Common Shares if cash dividends in full on all outstanding Preference Shares to which the holders thereof are entitled shall not have been paid or declared and set apart for payment. Nothing herein contained shall be deemed to limit, curtail or divest the authority of the Board of Directors or the Executive Committee (acting under duly constituted authority) to pay dividends in Common Shares in relation to the Corporation's treasury Common Shares.

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The shares of all series of the Preference Shares shall share ratably in the payment of all dividends payable thereon, including accumulations, if any, in accordance with the sums which would be payable on all such shares if all dividends were declared and paid in full.

3. Voting Rights.

At every meeting of shareholders, each holder of shares of the Corporation, be it Common Shares or Preference Shares, shall be entitled to one vote for each share held. The Common Shares and Preference Shares shall vote together as one class, except that if and whenever and as often as dividends on all series of Preference Shares shall be in arrears in an aggregate amount equivalent to six (6) quarterly dividends on all shares of all series of Preference Shares at the time outstanding, then and in such event, the holders of all series of Preference Shares then outstanding, voting separately as a class, shall be entitled at each meeting of shareholders thereafter held for the election of directors to elect two of the total number of directors to be elected at such meeting. Such class voting right shall continue until such time as all accumulated dividends on all series of Preference Shares at the time outstanding have been paid or declared and set aside for payment, whereupon such right shall cease until such time, if any, as such right shall again accrue as hereinabove provided. While the holders of Preference Shares, voting as a class, are entitled to elect two directors, they shall not be entitled to participate with the holders of the Common Shares in the election of any other directors.

In the event of any vacancy occurring in the case of a director elected by the Preference Shares voting as a class (unless at the time when such vacancy shall occur, all accumulated dividends on Preference Shares shall have been paid or declared and set aside for payment), a Special Meeting of the holders of all series of Preference Shares shall be called promptly to fill any such vacancy. Such meeting shall be held within forty days after such call at a place and upon notice as provided for the holding of meetings of shareholders, except that no such Special Meeting shall be required to be called if any such vacancy shall occur less than ninety days before the date fixed for the Annual Meeting of Shareholders. At any such meeting of Preference Shares, a majority of the outstanding Preference Shares shall be required to constitute a quorum for the election of the two directors or to fill any vacancy. The directors elected by the class vote of the Preference Shares shall serve until the next Annual Meeting of Shareholders or until their successor shall be elected, and shall qualify; provided, however, that whenever during the term of office of such directors, all accumulated dividends shall have been paid or declared and set aside for payment, the term of office of such directors shall forthwith terminate.

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Notwithstanding the foregoing, the Board of Directors, or the Executive Committee (acting under duly constituted authority), in originally fixing the designations, relative rights, preference and limitations of any series of Preference Shares, may limit in any manner or eliminate entirely with respect to the shares of such series, any and all voting rights prescribed for the Preference Shares.

4. Preemptive Rights.

No holder of any of the Common or Preference Shares of the Corporation shall be entitled as of right to purchase or to subscribe for any unissued shares of any class, or any additional shares of any class, to be issued by reason of any increase of the authorized capital stock of the Corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into shares of the Corporation or carrying any right to purchase shares of any class, but any such unissued shares, or such additional authorized issue of any shares, or of other securities convertible into shares or carrying any right to purchase shares, may be issued and disposed of, pursuant to resolutions of the Board of Directors or Executive Committee (acting under duly constituted authority) to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors or Executive Committee (acting under duly constituted authority) in the exercise of its discretion.

5. Limitations.

So long as Preference Shares of any series shall be outstanding, the Corporation shall not:

(a) without affirmative vote or written consent of the holders of record of at least two-thirds of the shares of all such series at the time outstanding, by an amendment to the Certificate of Incorporation or by merger or consolidation or in any other manner:

(i) authorize any class of stock ranking prior to the Preference Shares either in the payment of dividends or in the distribution of assets, or

(ii) alter or change the preferences or limitations with respect to the Preference Shares in any material respect prejudicial to the holders thereof; provided, however, that any such alteration or change affecting a particular series of Preference Shares which does not adversely affect the holders of any other series may be effected by the affirmative vote or written consent of the holders of record of two-thirds of the number of shares of the particular series affected by such alteration or change without the necessity of the class vote or written consent of the holders of shares of all series; or

(b) without affirmative vote or written consent of the holders of record of at least a majority of the shares of all such series at the time outstanding, by an amendment to the Certificate of Incorporation, merger or consolidation or in any other manner:

(i) increase the total number of authorized Preference Shares, or

(ii) authorize or increase any class of stock ranking on a parity with the Preference Shares;

provided, however, that nothing herein contained shall require such a class vote or consent in connection with (i) any increase in the total number of authorized Common Shares or (ii) the fixing of any of the specific rights, preferences and limitations of other series of the Preference Shares that may be fixed by the Board of Directors, and provided further, that no class vote or written consent of the holders of the Preference Shares or any series thereof shall be required, if, at or prior to the time of the issuance of any such prior stock is to be made or any such change is to take effect, provision is made for the redemption of all Preference Shares at the time outstanding or, if only one or more series is entitled to such class vote, provision is made for the redemption of all shares of such series at the time outstanding.

6. Redemption

The Preference Shares shall be redeemable at the respective redemption prices specified in the applicable subparts of this Article Fourth and on the following terms and conditions:

(a) If less than all the outstanding shares of the series are to be redeemed, then the shares to be redeemed shall be chosen by lot or pro rata in such manner as the Board of Directors may determine.

(b) Not less than forty-five (45) nor more than seventy-five (75) days previous to the date fixed for redemption (hereinafter sometimes called the "Redemption Date"), a notice specifying the time and place thereof shall be given by mail to the shareholders of record of the Preference Shares to be redeemed at their respective addresses as the same shall appear on the stock books of the Corporation, but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for such redemption except as to a holder to whom the Corporation has failed to mail said notice or except as to a holder whose notice was defective. Such notice shall state the Redemption Date, the redemption price and, as to the Series D Shares (as defined in Subpart C of this Article Fourth) only, the address of the office of the Corporation or, as to all series of Preference Shares, the address of the bank or trust company acting as Redemption Agent (as hereinafter defined) where payment is

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to be made, and shall call attention to the conversion rights set forth in the applicable subparts of this Article Fourth, the date when such conversion rights expire, the number of Common Shares into which each Preference Share to be redeemed is then convertible, and the amount payable for dividend arrearages in the event of conversion. Any notice which is mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives the notice. The redemption price shall be payable on the Redemption Date unless an earlier Payment Date is designated as hereinafter set forth, in which case it shall be payable on such Payment Date, in either case upon surrender (and endorsement, if required by the Board of Directors) of the certificates for the shares to be redeemed. The Board of Directors may designate a date earlier than the Redemption Date (herein referred to as the "Payment Date") as the date for payment of the redemption price, in which case notice thereof shall be included in the redemption notice or in a subsequent notice given in the same manner. At any time after notice of redemption has been given in the manner and at the time prescribed above, and prior to the Redemption Date or the Payment Date, whichever is earlier, the Corporation may deposit the aggregate redemption price in trust with a bank or trust company (in good standing, organized under the laws of the United States of America or of the State of New York, doing business in the Borough of Manhattan, City of New York, New York, and having capital, surplus and undivided profits aggregating at least \$25,000,000) named in such notice the "Redemption Agent," for payment on the Redemption Date (or on the Payment Date, if a Payment Date shall have been designated as above set forth) to holders of the shares so to be redeemed, upon surrender (and endorsement, if required by the Board of Directors) of the certificates for such shares. Upon the Redemption Date, or upon the Payment Date if a Payment Date shall have been designated (unless the Corporation shall fail to make payment or deposit of the redemption price as above set forth), each holder of Preference Shares so to be redeemed shall cease to be a shareholder with respect to such shares and shall have no interest in, or claim against, the Corporation, and shall have no voting or other rights with respect to such shares, except (i) the right of the holders thereof to exercise the privilege of conversion, if not theretofore expiring, and (ii) the right to receive the moneys payable upon such

redemption from such bank or trust company, or from the Corporation, without interest thereon, upon surrender (and endorsement if required by the Board of Directors) of the certificates; and the shares represented thereby shall no longer be deemed to be outstanding. In case less than all the shares represented by any surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. In the event the holder of any Preference Shares shall not, within six years after such deposit, claim the amount deposited as above stated for the redemption thereof, the depository shall, upon demand, pay over to the Corporation such unclaimed amount so deposited, and the depository shall thereupon be relieved of all responsibility therefor to such holder. Any moneys so deposited by the Corporation which shall not be required for redemption because of the exercise of any right of conversion subsequent to the date of the deposit shall be repaid to the Corporation forthwith.

7. Conversion.

The Preference Shares shall be convertible at the respective rates specified in the applicable subparts of this Article Fourth and on the following terms and conditions:

(a) Any dividend arrearages on the Preference Shares surrendered for conversion shall be payable to the respective last holders of record of the Preference Shares surrendered for conversion (notwithstanding any subsequent transfers of the Common Shares into which such shares have been converted), proportionately with payment of corresponding dividend arrearages on the Preference Shares of the same series remaining outstanding, and no dividend shall be paid upon or set apart for shares of any other class of stock of the Corporation (other than Preference Shares) until such dividend arrearages shall be fully paid. In the case of a call for redemption, the right of conversion shall cease and terminate as to the shares designated for redemption on the third day preceding the Redemption Date (as above defined) unless default shall be made in the payment of the redemption price.

(b) In order to convert Preference Shares into Common Shares, the holder thereof shall surrender his certificates, duly endorsed to the Corporation or in blank, at the office of the Transfer Agent for the Preference Shares being converted and accompanied by written notice that the holder elects to convert such shares. If the Common Shares are to be issued in a name other than that of the record holder of such shares, the notice shall also state the name or names (with address and, as to the Series D Shares only, the

applicable tax identification number or numbers) in which the certificate for Common Shares is to be issued, and the expense of any required stock transfer stamps or taxes shall be borne by such record holder under arrangements satisfactory to the Transfer Agent. Conversion shall be deemed to have been effected on the date of surrender of such shares for conversion, and the holder shall as of such date have the full rights of the Common Shares resulting from the conversion. The Corporation will, as soon as practicable thereafter, deliver at said office to such holder of Preference Shares, or to his nominee or nominees, a certificate for the number of full Common Shares to which he shall be entitled.

(c) The Corporation shall not be required to issue fractional Common Shares. If more than one share of any series of Preference Shares shall be surrendered for conversion at one time by the same holder, the number of full Common Shares issuable upon conversion of the shares of such series shall be computed on the basis of the aggregate number of shares of such series so surrendered. If any fractional interest in a Common Share would be deliverable upon any conversion, the Corporation shall, in lieu of delivering the fractional share, make an adjustment therefor in cash at the current market value thereof, computed on the basis of the last recorded sale price of the Common Shares on the New York Stock Exchange on the last business day before the conversion date; or, if there was no record sale on that day, on the basis of the mean of the closing "bid" and "asked" quotations on that exchange on that day.

(d) In case of the voluntary dissolution, liquidation or winding up of the Corporation to which the liquidation rights specified in the subparts of this Article Fourth are applicable, all conversion rights of the holders of the Preference Shares shall terminate forty-five (45) days after the mailing of a notice of such action to all holders of record of the Preference Shares; provided that such date of termination shall be not more than sixty (60) days nor less than ten (10) days prior to the date on which such dissolution is to become effective or such liquidation or winding up is to commence; any such notice shall call attention to the date of such termination of the conversion rights, the per share amount payable on the series of Preference Shares held by such holder of record in connection with such action, and the then current conversion rate of the series of Preference Shares held by such holder of record.

8. Adjustment of Conversion Rates.

The conversion rates for the Preference Shares shall be subject to the following adjustments:

(a) If the Corporation shall declare and pay to the holders of the Common Shares a dividend in Common Shares, the conversion rate in effect immediately prior to the record date fixed for the determination of holders of Common Shares entitled to such dividend shall (except as provided in paragraph (e) of this Section 8) be increased in the proportion that the aggregate number of such Common Shares to be issued on account of such dividend bears to the total number of Common Shares outstanding at the close of business on the record date fixed for the determination of shareholders entitled to such dividend, such adjustment to become effective immediately after the opening of business on the day following the record date for the determination of holders of Common Shares entitled to receive such dividend.

(b) If the Corporation shall subdivide the outstanding Common Shares into a greater number of such shares or combine the outstanding Common Shares into a smaller number of such shares, the conversion rate in effect immediately prior to such subdivision or combination shall be increased or decreased in the same proportion, as the case may require, such increase or decrease to become effective immediately after the opening of business on the day following the day upon which such subdivision or combination becomes effective.

(c) No adjustment of the conversion rate shall be made by reason of the issuance of Common Shares in exchange for cash, property or services, upon the exercise of options relating to Common Shares, or upon the conversion into Common Shares of any other security of the Corporation; provided, however, as to the Series D Shares only, if the Corporation shall issue rights or warrants to the holders of its Common Shares, as such, entitling them to subscribe for or purchase Common Shares at a consideration per share (including any consideration paid upon the issuance of any such rights or warrants) less than the current market price then in effect, the conversion rate in effect immediately prior to the record date fixed for the determination of holders of Common Shares entitled to such rights or warrants shall be adjusted by multiplying such conversion rate by a fraction, the numerator of which shall be the number of Common Shares outstanding immediately prior to such record date plus the number of Common Shares offered for subscription or purchase, and the denominator of which shall be the number of Common Shares outstanding immediately prior

to such record date plus the number of Common Shares which the aggregate consideration to be received upon the issuance and upon the exercise of all such rights or warrants offered would purchase at such current market price. The current market price shall be computed as of the close of business on such record date and shall be the average of the daily market prices for five (5) consecutive business days prior to such date. The market price for each such business day shall be the last sale price on the New York Stock Exchange, or if no sale takes place on such day on such exchange, the mean of the closing bid and asked quotation on such day as officially quoted on such exchange, or if the Common Shares are not then listed on Any stock exchange, the market price for each such business day shall be the average of the reported closing bid and asked inside market prices on such day in the over-the-counter market.

(d) If the Corporation shall be recapitalized, or shall be consolidated with or merged into, or shall sell or transfer substantially all its property and assets to any other corporation, proper provisions shall be made as a part of the terms of such recapitalization, consolidation, merger, sale or transfer whereby the holders of the Preference Shares outstanding immediately prior to such event, shall be entitled, respectively, to such conversion rights with respect to the securities and/or cash resulting from such recapitalization, consolidation, merger, sale or transfer as shall be substantially equivalent to the conversion rights herein provided for each series of Preference Shares.

(e) No adjustment provided for in paragraph (a) of this Section 8 shall be required if the aggregate number of Common Shares issued as dividends on the Common Shares in the fiscal year then current is less than 3% of the total number of Common Shares outstanding at the close of business on the record date fixed for the determination of shareholders entitled to the then most recent such stock dividend; provided, however, that when, as of any date in the fiscal year then current, the aggregate number of Common Shares then or theretofore issued as dividends in such fiscal year then current shall equal or exceed the foregoing 3%, the conversion rate in effect immediately prior to said record date shall be increased, effective as provided in paragraph (a) of this Section 8, in the proportion that such aggregate number of shares issued as dividends bears to the total number of Common Shares outstanding at the close of

business on the record date fixed for the determination of shareholders entitled to the Common Share dividend first declared and paid in such fiscal year; and provided, further, that when the accumulated percentages of Common Share dividends less than 3% which this paragraph (e) permits to be made without adjustment of the conversion rate exceed 15% for the Series B Shares (as defined in Subpart B of this Article Fourth) and 5% for the Series C Shares (as defined in Subpart B of this Article Fourth) and Series D Shares in the aggregate, this paragraph (e) shall thereafter be deemed to be stricken from these provisions and paragraph (a) of this Section 8 shall be applied to the then most recent Common Share dividend in the manner which would be required if it were equal to the excess, if any, of such accumulated percentages over 15% for the Series B Shares and 5% for the Series C and Series D Shares.

(f) Upon each adjustment of the conversion rate pursuant to this Section 8, the Corporation shall notify the Transfer Agent for each series of Preference Shares thereof in writing, and, as to the Series B and Series C Shares only, publish notice of such adjustment once in each of two successive weeks in the Wall Street Journal, or if it should no longer be published, then in some other daily newspaper, printed in the English language, of general circulation in the financial community of New York, New York, and, as to the Series D Shares only, shall mail notice of the adjustment to each holder of record of Series D Shares.

9. Voting Rights.

At every meeting of shareholders, each holder of Preference Shares shall be entitled to one vote, in person or by proxy, for each said Preference Share standing in his name on the books of the Corporation.

10. Reservation of Common Shares.

The Corporation shall at all times reserve and keep available out of its authorized but unissued Common Shares, solely for the purpose of effecting the conversion of Preference Shares, of all series, the full number of Common Shares then deliverable upon the conversion of all Preference Shares at the time outstanding.

SUBPART B

SERIES B CONVERTIBLE CUMULATIVE PREFERENCE SHARES SERIES C CONVERTIBLE CUMULATIVE PREFERENCE SHARES

1. Designation of Series.

This subpart shall consist of two series: (i) Series B Convertible Cumulative Preference Shares ("Series B Shares") and (ii) Series C Convertible Cumulative Preference Shares ("Series C Shares").

2. Number of Shares.

The number of Series B Shares is 285,736 and the number of Series C Shares is 943,215, which number from time to time may be increased or decreased (but not below the number of shares of the series then outstanding) by the Board of Directors.

3. Dividends.

Each issued Series B and Series C Share shall entitle the holder of record thereof to receive, out of funds legally available therefor, when and as declared by the Board of Directors, dividends in cash at the annual rate of \$4.00 per share, which shall be payable in equal semi-annual installments on the fifteenth day of January and July in each year. Cash dividends in respect of each Series B and Series C Share shall be cumulative, whether or not earned and whether or not surplus should be available therefor. At the dividend payment date next following issuance of each Series B and Series C Share, (i) holders of Series B Shares shall be entitled to receive the portion of the \$2.00 semi-annual installment which shall accrue during the period from issuance to such first dividend payment date; provided, however, such first dividend payment shall not exceed \$1.00 per Series B Share and (ii) holders of Series C Shares shall be entitled to the full \$2.00 semi-annual installment, without regard to the date of issuance thereof. Such cash dividends shall be declared and set apart or paid before any dividends (other than dividends payable in Common Shares) shall be paid on the Common Shares.

4. Redemption.

The Series B and Series C Shares are redeemable at any time, in whole or in part, at the option of the Corporation, by the resolution of its Board of Directors at \$90.00 per Series B Share and \$100.00 per Series C Share plus an amount equal to the accrued and unpaid dividends thereon to the Redemption Date, whether or not earned and whether or not surplus should be available therefor.

5. Liquidation Rights.

In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series B and Series C Shares shall be entitled to share ratably with the shares of all series of the Preference Shares and to receive, out of the net assets of the Corporation, \$90.00 per share, plus an amount equal to all dividend arrearages on each such share up to the date fixed for distribution and no more, before any distribution shall be made to the holders of the Common Shares.

Neither the merger or consolidation of the Corporation, nor the sale, lease or conveyance of all or a part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this Section 5.

6. Conversion Rate.

At the option of the record holder thereof on the stock books of the Corporation, the Series B and Series C Shares shall be convertible into Common Shares of the Corporation at the office of the Transfer Agent for such shares into fully paid and non-assessable Common Shares at the rate of 2.326 Common Shares for each Series B and each Series C Share.

SUBPART C

SERIES D CONVERTIBLE CUMULATIVE PREFERENCE SHARES

1. Designation of Series.

The series shall be designated Series D Convertible Cumulative Preference Shares ("Series D Shares").

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2. Number of Shares.

The number of Series D Shares is 2,650,000, which number from time to time may be increased or decreased (but not below the number of shares of the series then outstanding) by the Board of Directors.

3. Dividends.

(a) Each issued Series D Share shall entitle the holder of record thereof to receive, out of funds legally available therefor, when and as declared by the Board of Directors, dividends in cash at the annual rate of \$1.64 per share, which shall be payable in equal quarterly installments on the fifteenth day of January, April, July and October in each year; provided, however, that the dividend payable on the first such quarterly-payment date occurring after the date on which the first such Series D Shares are issued shall be equal to the product obtained by multiplying \$.41 by a fraction, the denominator of which shall be 91 and the numerator of which shall be the number of days expired in the quarter between such date of issuance and such first quarterly payment date.

(b) Cash dividends in respect of each Series D Share shall be cumulative, whether or not earned and whether or not surplus should be available therefor, and shall commence to accrue and accumulate from the first dividend payment date following the issuance thereof, such accumulation to include, if not paid, the dividend payable on such first dividend payment date. Such cash dividends shall be declared and set apart or paid before any dividends (other than dividends payable in Common Shares) shall be paid on the Common Shares. No dividends shall be paid on the Common Shares (other than dividends payable in Common Shares) on or after July 15, 1992 unless the Corporation shall have redeemed all shares of such series or shall have deposited the aggregate redemption price with the Redemption Agent, and taken all such other action, as required under Section 4 of this Subpart C to effect such redemption.

4. Redemption.

The Series D Shares are redeemable at any time after July 15, 1982 at the option of the Corporation, by the resolution of its Board of Directors, at \$25.00 per share plus an amount equal to the accrued and unpaid dividends thereon to the Redemption Date (as defined below) whether or not earned and whether or not surplus should be available therefor. The Corporation agrees that it will, out of funds legally available therefor, redeem all

f the Series D Shares on or before July 15, 1992 at \$25.00 per share plus an amount equal to the accrued and unpaid dividends hereon to the Redemption Date, whether or not earned and whether or not surplus should be available therefor. In the event funds are legally available to redeem only a portion of the Series D Shares outstanding, such funds shall be applied to redemption to the extent available. The Series D Shares to be redeemed shall be selected by lot as determined by the Board of Directors and the remainder of such shares outstanding shall be promptly redeemed as funds become legally available. Except as provided in the preceding sentence, the Corporation may not redeem, pursuant to this Section 4, any Series D Shares without redeeming all shares of such series outstanding at the time.

5. Conversion.

At the option of the record holder thereof on the stock books of the Corporation, the Series D Shares shall be convertible into Common Shares at the office of the Transfer Agent for such shares into fully paid and non-assessable Common Shares at the rate of 1.574 Common Shares for each Series D Share.

6. Liquidation Rights.

In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series D Shares shall be entitled to share ratably with the shares of all series of the Preference Shares and to receive, out of the net assets of the Corporation, \$25.00 per share, plus an amount equal to all dividend arrearages on each such share up to the date fixed for distribution and no more, before any distribution shall be made to the holders of the Common Shares.

Neither the merger or consolidation of the Corporation, nor the sale, lease or conveyance of all or a part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this Section 6.

7. Miscellaneous.

(a) The Corporation shall not purchase any Series D Shares except through redemption in accordance with Section 4 of this Subpart C unless all cash dividends on such shares payable in accordance with Section 3 of this Subpart C on or before the date of such purchase shall have been declared and set apart or paid, or after July 15, 1992.

(b) In case, at any time, the Corporation shall declare a dividend or authorize a distribution on its Common Shares payable other than in cash or Common Shares or the issuance to the holders of its Common Shares, as such, any rights or warrants to purchase any shares of the capital stock of the Corporation of any class or any other securities of the Corporation, the Corporation shall give written notice, by first class mail, postage prepaid, to each holder of record of Series D Shares, at the holder's address then appearing on the books of the Corporation, of the record date as of the date on which the transfer books of the Corporation shall close with respect to such action. Such notice shall be given at least thirty (30) days prior to the action in question and not less than twenty (20) days prior to the record date or the date on which the Corporation's transfer books are closed with respect thereto.

FIFTH

The Corporation is to have perpetual existence.

SIXTH

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its shareholders or any class thereof, as the case may be, it is further provided:

(a) The management of the business and the conduct of the affairs of the Corporation, including the election of the Chairman of the Board of Directors, the President, the Treasurer, the Secretary and other principal officers of the Corporation, shall be vested in its Board of Directors. The number of directors of the Corporation shall be the number fixed by, or in the manner provided in, the By-Laws. The Board of Directors shall be divided into three classes as nearly equal in number as may be, with the term of office of one class expiring each year. At each Annual Meeting of

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Shareholders, successors to the directors whose terms shall then expire shall be elected to hold office for terms expiring at the third succeeding annual meeting, except that any director elected to a directorship newly created since the last annual meeting shall hold office for the same term as the other directors of the class to which such director has been assigned. When the number of directors is changed, any newly created directorships or any decrease in directorships shall be so assigned among the classes by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, as to make all classes as nearly equal in number as may be possible and to the extent of any inequality within the limits of the foregoing, the class or classes caused to have the greatest or greater number of directorships shall be the class or classes then having the last date or the later dates for the expiration of its or their terms. Any vacancy occurring among the directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the director elected to fill such vacancy shall hold office for the unexpired term in respect of which such vacancy occurred. No director need be a shareholder.

(b) Whenever the Corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of shareholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the Certificate of Incorporation shall entitle the holder thereof to notice of, and the right to vote, at any meeting of shareholders except as the provisions of paragraph (c)(2) of Section 242 of the General Corporation Law of Delaware and of Sections 251, 252, and 253 of the General Corporation Law of Delaware shall otherwise require.

(c) Whenever the vote of shareholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provision of the General Corporation Law of Delaware, the meeting and vote of shareholders may be dispensed with if the holders of shares having not less than the minimum percentage of the vote required by statute for the proposed corporate action shall consent in writing to such corporate action being taken, provided that prompt notice must be given to all shareholders of the taking of such corporate action without a meeting and by less than unanimous written consent.

(d) The Board of Directors shall have the power without the assent or vote of the shareholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

SEVENTH

The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section.

EIGHTH

From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article Eighth.

NINTH

Except as set forth in the fourth paragraph of this Article Ninth, the affirmative vote or consent of the holders of four-fifths of all classes of shares of the Corporation entitled to vote in elections of directors, considered for the purposes of this Article Ninth as one class, shall be required (i) for the adoption of any agreement for the merger or consolidation of the Corporation with or into any other corporation, or (ii) to authorize any sale, lease or exchange of all or substantially all of the assets of the Corporation to, or any sale, lease or exchange to the Corporation or any subsidiary thereof in exchange for securities of the Corporation or any assets of, any other corporation, person or other entity, if, in either case, as of the record date for the determination of shareholders entitled to notice thereof and to vote thereon or consent thereto, such other corporation, person or entity is the beneficial owner, directly or indirectly, of more than 10% of the outstanding shares of the Corporation entitled to vote thereon or consent thereto considered for the purposes of this Article Ninth as one class. Such affirmative vote or consent shall be in lieu of any lesser vote or consent of the holders of the shares of the Corporation otherwise required by law or any agreement or contract to which this Corporation is a party.

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For the purpose of this Article Ninth, any corporation, person or other entity shall be deemed to be the beneficial owner of any shares of the Corporation (i) which it has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, or (ii) which are beneficially owned, directly or indirectly (including shares deemed owned through application of the foregoing clause (i) of this paragraph), by any other corporation, person or entity which it or its "affiliate" or "associate" (as defined below) has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of shares of the Corporation, or which is its "affiliate" or "associate" as those terms are defined in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934 as in effect March 29, 1972. Also for purposes of this Article Ninth, the outstanding shares of any class of shares of the Corporation shall include shares deemed owned through application of the foregoing clauses (i) and (ii) of this paragraph, but shall not include any other shares which may be issuable pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise.

The Board of Directors of the Corporation shall have the power and duty to determine for the purposes of this Article Ninth, on the basis of information known to the Corporation, whether (i) such other corporation, person or other entity beneficially owns more than 10% of the outstanding shares of the Corporation entitled to vote in elections of directors, (ii) a corporation, person, or entity is an "affiliate" or "associate" (as defined above) of another and (iii) the memorandum of understanding referred to in the fourth paragraph of this Article Ninth is substantially consistent with the transaction covered thereby. Any such determination shall be conclusive and binding for all purposes of this Article Ninth.

The provisions of this Article Ninth shall not be applicable to (i) any merger or consolidation of the Corporation with or into any other corporation, or any sale, lease or exchange of all or substantially all of the assets of the Corporation to, or any sale, lease or exchange to the Corporation or any subsidiary thereof in exchange for securities of the Corporation of any assets of, any other corporation, if the Board of Directors of the Corporation shall by resolution have approved a memorandum of understanding with such other corporation with respect to and substantially consistent with such transaction prior to the time that such other corporation shall have become a holder of more than 10% of the outstanding shares of the Corporation entitled to vote in elections of directors; or (ii) any merger or consolidation of the Corporation with, or any sale, lease or exchange to the Corporation or any subsidiary thereof of any of the assets of, any other corporation of which a majority of the outstanding shares of all classes of stock entitled to vote in elections of directors is owned of record or beneficially by the Corporation and its subsidiaries.

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TENTH

Notwithstanding the provisions of Article Eighth and any provision of the By-Laws of the Corporation, no amendment to this Restated Certificate of Incorporation shall amend, alter, change or repeal any provisions of Article Sixth or Ninth or this Article Tenth unless the amendment effecting such amendment, alteration, change or repeal shall receive the affirmative vote or consent of the holders of four-fifths of all classes of shares of the Corporation entitled to vote on such amendment, considered for the purpose of this Article Tenth as one class, and no amendment to the By-Laws by action taken by a vote of shareholders shall amend, alter, change or repeal any provisions of Article II, Section 2.01 thereof unless the amendment effecting such amendment, alteration, change or repeal shall receive the affirmative vote or consent of the holders of four-fifths of all classes of shares of the Corporation entitled to vote on such amendment, considered for the purpose of this Article Tenth as one class.

CERTIFICATE OF ADOPTION OF THE RESTATED CERTIFICATE OF INCORPORATION OF KIDDE, INC.

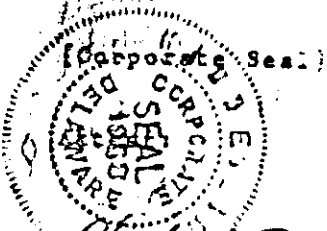
Kidde, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

First: In accordance with the provisions of Section 242 and Section 245 of the General Corporation Law of the State of Delaware, a resolution proposing the foregoing Restated Certificate of Incorporation, which restates and also further amends the Certificate of Incorporation of the Corporation as theretofore existing, was adopted by the Board of Directors of the Corporation and a resolution amending the Certificate of Incorporation of the Corporation to read as set forth in the foregoing Restated Certificate of Incorporation was duly submitted to and adopted by the holders of a majority of the shares of stock entitled to vote thereon at the Annual Meeting of Shareholders of the Corporation held on April 21, 1982.

Second: The capital of the Corporation will not be reduced under or by reason of the amendments.

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IN WITNESS WHEREOF, Kidde, Inc. has caused its corporate seal to be affixed hereto and this certificate to be signed by David R. Ficca, its Senior Vice President, and Charles L. Prothero, its Assistant Secretary, this 12th day of May, 1982.



Charles L. Prothero
Charles L. Prothero
Assistant Secretary

Kidde, Inc.

By: *David R. Ficca*
David R. Ficca
Senior Vice President