



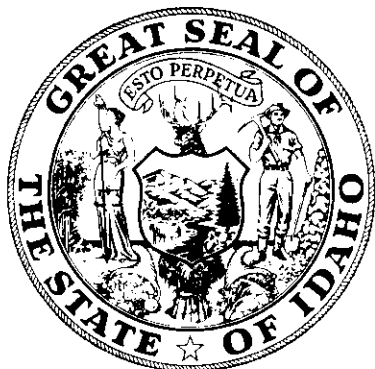
CERTIFICATE OF AUTHORITY
OF

UTC CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of UTC CORP.
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to UTC CORP.
_____ to transact business in this State under the name UTC CORP.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated July 28, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is UTC CORP.
2. *The name which it shall use in Idaho is SAME AS ABOVE
3. It is incorporated under the laws of ALABAMA
4. The date of its incorporation is _____ and the period of its duration is PERPETUAL
5. The address of its principal office in the state or country under the laws of which it is incorporated is One Court Square, Montgomery, Alabama 36103
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
SEE ATTACHED RIDER

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED RIDER</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100</u>	<u>COMMON</u>	<u>\$10.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100</u>	<u>COMMON</u>	<u>\$10.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 18, _____, 19 80

UTC CORP

By _____

J. A. BARBERA

Its _____

President

and _____

A. D. ATWELL

Its _____

Secretary

STATE OF DELAWARE)

COUNTY OF NEW CASTLE) ss:

I, ADRIANNE M. HORNE, a notary public, do hereby certify that on this _____ day of _____, 19____, personally appeared before me J. A. BARBERA, who being by me first duly sworn, declared that he is the PRESIDENT of UTC CORP.

that he signed the foregoing document as PRESIDENT of the corporation and that the statements therein contained are true.

Adrianne M. Horne
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

TO MANUFACTURE, ASSEMBLE, FABRICATE, PRODUCE, PURCHASE OR OTHERWISE
ACQUIRE, IMPORT, RECEIVE, LEASE, OWN, HOLD, STORE, USE, REPAIR, SERVICE,
MAINTAIN, MORTGAGE OR OTHERWISE ENCUMBER, SELL OF OTHERWISE DISPOSE OF,
ASSIGN, LET, DISTRIBUTE, EXPORT, TRADE; AND DEAL IN AND WITH, HIGH
TECHNOLOGY AND RELATED PRODUCTS, AND ANY AND ALL MACHINERY, TOOLS,
EQUIPMENT, APPLICANCES, DEVICES, SUPPLIES, AND MATERIALS, RELATED TO
ANY OF THE FOREGOING.

CURRENT LIST OF OFFICERS AND DIRECTORS

OFFICERS & DIRECTORS

J. A. PABBERA
President & Director

BUSINESS ADDRESS

100 West Tenth Street,
Wilmington, Delaware
19801

RESIDENCE

34 Ramblewood Drive
Dartmouth Woods
Wilmington, Delaware 19810

H. K. WEBB
Vice President, Treasurer,
Assistant Secretary & Director

"

250 Pinehurst Road
Fairfax
Wilmington, Delaware 19803

A. D. ATWELL
Secretary, Assistant Treasurer
& Director

"

Box 247
Odessa, Delaware 19730

J. R. BROADWAY
Vice President & Assistant Secretary

"

327 Walden Road
Sharpley
Wilmington, Delaware 19803

G. J. COYLE
Assistant Secretary & Assistant
Treasurer

"

2233 East Huntington Drive
Pinecrest
Wilmington, Delaware 19808

STATE OF ALABAMA

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CERTIFICATE OF INCORPORATION

OF

UTC CORP.

STATE

FIRST. The corporate name is UTC CORP.

SECOND. The objects for which the corporation is formed are:

To manufacture, assemble, fabricate, produce, purchase or otherwise acquire, import, receive, lease, own, hold, store, use, repair, service, maintain, mortgage or otherwise encumber, sell or otherwise dispose of, assign, let, distribute, export, trade, and deal in and with, high technology and related products, and any and all machinery, tools, equipment, appliances, devices, supplies, and materials, related to any of the foregoing.

To manufacture, purchase, or otherwise acquire goods, merchandise and personal property of every class, and to hold, own, mortgage, sell or otherwise dispose of, trade, deal in and deal with the same.

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 of liabilities of any person, firm, association or corporation.

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, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association or corporation.

Without limit as to amount to borrow money, issue notes, bonds or other negotiable paper or mortgage, pledge or otherwise transfer or convey the real and personal property to secure the payment of money borrowed or any debts contracted in the manner provided by statute.

To subscribe for, acquire, hold, and dispose of the stock, bonds or other evidence of indebtedness of any other corporation of this or any other state or foreign countries, and while owner thereof to exercise the rights, privileges and powers of ownership, including the right to vote.

To carry on business in any of the States, Territories, Colonies or Dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein and therein to acquire, hold, transfer, mortgage and convey real and personal property, without limit as to amount, but always subject to local laws.

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Alabama upon corporations.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the

terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD. The location of its principal office in Alabama is City of Montgomery, County of Montgomery.

FOURTH. The total number of shares which this corporation is authorized to issue is one hundred (100) common shares of the par value of Ten Dollars (\$10.00) each.

The amount of capital stock with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

FIFTH. The name and post-office address of the agent designated by the incorporators to receive subscriptions to the said capital stock are Robert K. Canty, 10 Post Office Square, Boston, Massachusetts 02109.

SIXTH. The name and post-office addresses of the incorporators and the number of shares subscribed for by each are as follows:

Names	Post-Office Addresses	No. of Shares
Elizabeth F. Gaffney	10 Post Office Square Boston, Massachusetts 02109	34
William T. Doyle, Jr.	10 Post Office Square Boston, Massachusetts 02109	33
Claire M. Capraro	10 Post Office Square Boston, Massachusetts 02109	33

SEVENTH. The name and post-office addresses of the directors and officers chosen for the first year are as follows:

Directors	Post-Office Addresses
J. A. Barbera	100 West Tenth Street Wilmington, Delaware 19801
H. K. Webb	100 West Tenth Street Wilmington, Delaware 19801
A. D. Atwell	100 West Tenth Street Wilmington, Delaware 19801

President:

J. A. Barbera 100 West Tenth Street
Wilmington, Delaware 19801

Secretary:

H. K. Webb 100 West Tenth Street
Wilmington, Delaware 19801

TREASURER:

A. D. Atwell 100 West Tenth Street
Wilmington, Delaware 19801

EIGHTH. The duration of the corporation shall be perpetual.

NINTH. In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

To authorize and cause to be executed mortgages upon the real and personal property of the corporation.

To hold its meetings, to have one or more officers, and to keep the books of the corporation (subject to the provisions of the statutes) without the State of Alabama, at such places as may be from time to time designated by them.

To act without a meeting on any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof if prior to such action a written consent thereto is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee.

TENTH. The corporation may use and apply its surplus earnings or accumulated profits to the purchase or acquisition of property, and to the purchase or acquisition of its own

capital stock from time to time, to such extent and in such manner, and upon such terms as its board of directors shall determine; and neither the property nor the capital stock so purchased and acquired shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the board of directors.

ELEVENTH. The corporation reserves the right to amend, alter or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

TWELFTH. The corporation shall not carry on or exercise any of the business, purposes or powers hereinabove authorized except in full compliance with and under such licenses or other authority as may be required by the laws of the State of Alabama and in no event in violation of said laws.


IN WITNESS WHEREOF, we have hereunto set our hands this Second day of July, A.D. 1980,


Elizabeth F. Gaffney


William T. Doyle, Jr.


Claire M. Capraro

Signed and delivered in
the presence of:


Kathleen R. Iozzo

I, the undersigned, being the agent authorized by the incorporators to receive subscriptions to the capital stock hereby make the following statement:

1. The amount of capital stock paid in cash is \$1,000.
2. Copy of the subscription list is as follows:

SUBSCRIPTION LIST

WHEREAS, it is proposed to organize a corporation under the laws of the State of Alabama to be known as UTC CORP. and

WHEREAS, the authorized capital stock of said corporation is to be One Thousand Dollars (\$1,000.00) divided into one hundred (100) common shares of the par value of Ten Dollars (\$10.00) each.

NOW, THEREFORE, the signers hereto, in consideration of the mutual covenants herein contained and for other good and valuable considerations, do severally agree, each with the other that they will take and pay for and they do hereby severally subscribe to the number of shares of the capital stock of said corporation set opposite their respective names for the considerations, respectively, as herein set forth.

The undersigned, Elizabeth F. Gaffney, William T. Doyle, Jr., and Claire M. Capraro hereby agree to pay Ten Dollars (\$10.00) for each share of stock set opposite their respective names, for which the corporation is to issue to them the amount of stock so subscribed, respectively, such stock to be full paid and not liable to any further call.

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NAMES	RESIDENCES	NO. OF SHARES SUBSCRIBED
<u>Elizabeth F. Gaffney</u>	15 Porter Terrace W. Roxbury, Mass. 02132	34
<u>William T. Doyle, Jr.</u>	6 Hilltop Circle Medfield, Mass. 02052	33
<u>Claire M. Capraro</u>	57 Linwood Street Malden, Mass. 02148	33

Dated July 2, 1980.

3. The said Elizabeth F. Gaffney, William T. Doyle, Jr. and Claire M. Capraro subscribers named in the foregoing subscription list have paid in cash the full value of the shares subscribed by them respectively.

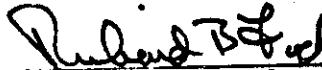
Robert K. Canty
Robert K. Canty

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF SUFFOLK)

SS:

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Personally appeared before me the undersigned, a Notary Public in and for the state and county aforesaid, the above named Robert K. Canty who made oath that he is the person authorized by the incorporators to receive subscriptions to the capital stock and that the facts contained in the foregoing statement are true. Given under my hand this Second day of July, 1980.


Richard B. Ford
Notary Public

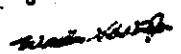
SEAL

This instrument was prepared by:

Vernon Hauschild, Attorney, United Technologies Corporation
United Technologies Building
Hartford, Connecticut 06101

43 52

STATE OF ALA.
MONTGOMERY CO.
JULY 8 10 23 AM 1980


JUDGE OF PROBATE

555776 4-8

Charter

001.00	- A
025.00	- A
025.00	- A
030.00	- A
010.00	- A
043.00	- A

The State of Alabama } Probate Court
Montgomery County

I, Walker Hobbie, Jr., Judge of Probate in and for the said County, in said State, hereby certify that the within and foregoing pages are a full, true and complete copy of CERTIFICATE OF INCORPORATION

OF UTC CORP.

as fully and completely as the same appears of record in this office

in Book No. 119 of CORPORATION BOOK at page 136.

Given under my hand and official seal this

18th day of JULY, A.D. 19 80

Walker Hobbie, Jr.
Judge of Probate Court, Montgomery County, Alabama