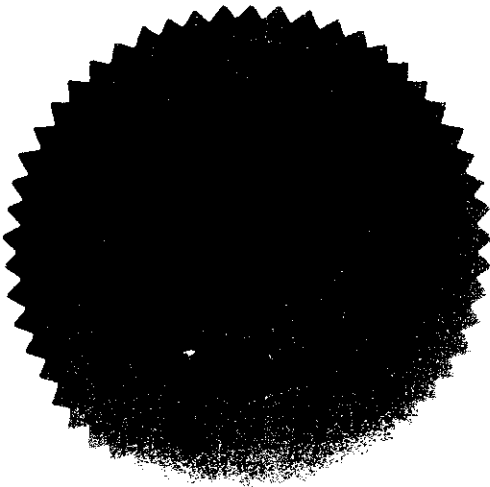


UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE. }

I, Sherrod Brown

do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show Certificate of AGREEMENT OF MERGER of FIGGIE INTERNATIONAL INC., an Ohio corporation, Charter No. 325921, having its principal location in Willoughby, County of Lake, was incorporated on December 27th, 1963, merging into: FIGGIE INTERNATIONAL HOLDINGS INC., survivor of said merger, a Delaware corporation qualified to do business within the State of Ohio on June 29th, 1983 under License No. 616333 was filed in this office on December 31st, 1986, recorded on roll G77 frame 1385 of the Records of Incorporations.



WITNESS my hand and official seal at

Columbus, Ohio, this

16th day of March, A.D. 1987.

Sherrod Brown

Sherrod Brown
Secretary of State

State of Delaware

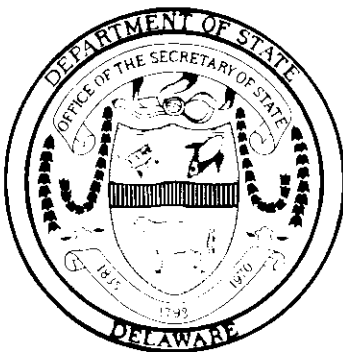


Office of Secretary of State

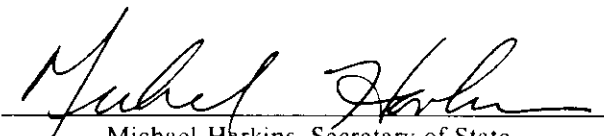
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CERTIFICATE OF OWNERSHIP OF THE "FIGGIE INTERNATIONAL HOLDINGS INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING "FIGGIE INTERNATIONAL INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1986, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIGGIE INTERNATIONAL HOLDINGS INC.", HAS RELINQUISHED ITS CORPORATE

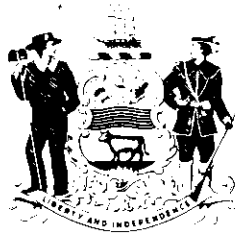


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Michael Harkins, Secretary of State
AUTHENTICATION: 11108330
DATE: 02/05/1987

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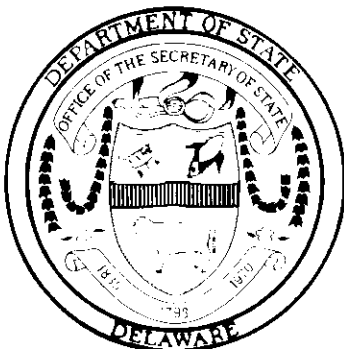
State of Delaware



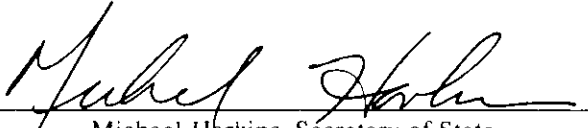
Office of Secretary of State

TITLE AND ASSUMED IN PLACE THEREOF "FIGGIE INTERNATIONAL INC."

1 1 1 1 1 1 1 1 1 1



737036024


Michael Harkins, Secretary of State

1108330

AUTHENTICATION:

DATE:

02/05/1987