



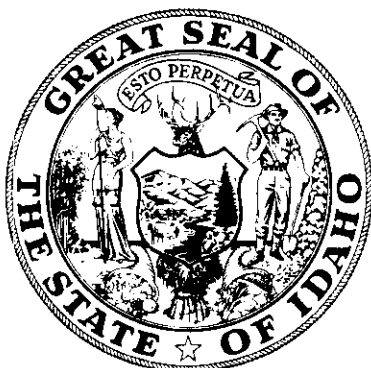
CERTIFICATE OF AUTHORITY
OF

UNITED TECHNOLOGIES CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of UNITED TECHNOLOGIES CORPORATION 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 UNITED TECHNOLOGIES CORPORATION to transact business in this State under the name UNITED TECHNOLOGIES CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated January 2, 19 81.



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 **UNITED TECHNOLOGIES CORPORATION**

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 **July 16, 1980** 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, Montgomey, 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

SEE ATTACHED RIDER

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

100

COMMON

\$10.00

(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
100	COMMON	\$10.00
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 **November 24,** 19**80**

UNITED TECHNOLOGIES CORPORATION

By _____

J. A. BARBERA

Its _____ President

and _____

A. D. ATWELL

Its _____ Secretary

DELAWARE

STATE OF _____)
NEW CASTLE) ss:
COUNTY OF _____)

I, **ADRIANNE M. HORNE**, a notary public, do hereby certify that on this **24th** day of **November**, 19**80**, personally appeared before me **J. A. BARBERA**, who being by me first duly sworn, declared that he is the **PRESIDENT** of **UNITED TECHNOLOGIES CORPORATION**

PRESIDENT

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

Adrienne 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 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.

CURRENT LIST OF OFFICERS AND DIRECTORS

OFFICERS & DIRECTORS

BUSINESS ADDRESS

RESIDENCE

D. A. PAISLEY
President & Director

100 West Tenth Street,
Wilmington, Delaware
19801

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

CERTIFICATE OF INCORPORATION
OF
UNITED TECHNOLOGIES CORPORATION

FIRST. The corporate name is

UNITED TECHNOLOGIES CORPORATION

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 prod-
ucts, 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 pro-
perty, 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 is 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
William T. Doyle, Jr.	10 Post Office Square Boston, Massachusetts 02109	34
Natalie O'Connor	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:

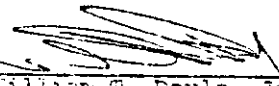
Directors	Post-Office Addresses
J. A. Barbera	100 West Tenth St., Wilmington, Delaware 19801
H. K. Webb	100 West Tenth St., Wilmington, Delaware 19801
A. D. Atwell	100 West Tenth St., Wilmington, Delaware 19801

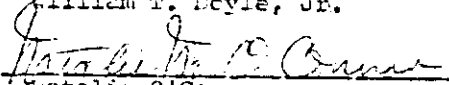
ner, and upon such terms as its board of directors shall determine; and neither the property nor the capital stock so purchased and acquired shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the board of directors.

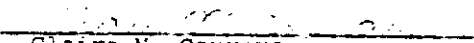
ELEVENTH. The corporation reserves the right to amend, alter or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

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.

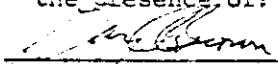
IN WITNESS WHEREOF, we have hereunto set our hands this Fifteenth day of July, A.D. 1980.


William T. Doyle, Jr.


Natalie C. Connor


Claire M. Capraro

Signed and delivered in
the presence of:


Gary F. Brown

UNITED TECHNOLOGIES CORPORATION

I, the undersigned, being the agent authorized by the incorporators to receive subscriptions to the capital stock here-
by 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:

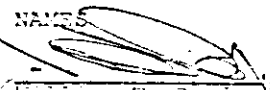
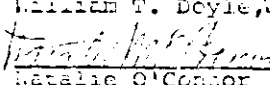
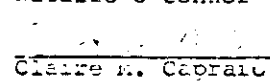
SUBSCRIPTION LIST

WHEREAS, it is proposed to organize a corporation under the laws of the State of Alabama to be known as UNITED TECHNOLOGIES CORPORATION 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, William T. Doyle, Natalie O'Connor, 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.

NAMES	RESIDENCES	NO. OF SHARES SUBSCRIBED
 William T. Doyle, Jr.	6 Hilltop Circle Medfield, Mass. 02052	34
 Natalie O'Connor	66 Pioneer Trail Marshfield, Mass. 02050	33
 Claire M. Capraro	57 Linwood Street Malden, Mass. 02148	33

Dated July 15, 1980.

01130000000

3. The said William T. Doyle, Jr., Natalie O'Connor 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:

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 Fifteenth day of July, 1980.

Elizabeth F. Gurney
Elizabeth F. Gurney
Notary Public

SEAL

This instrument was prepared by:

Vernon Hauschild, Attorney, UNITED TECHNOLOGIES CORPORATION
United Technologies Building
Hartford, Connecticut 06101

STATE OF CALIF.
NOTARY PUBLIC
IDENTIFICATION

JUL 15 4 25 PM 1980

Handwritten signature
JUDGE OF PROBATE

Handwritten signature
555910 513

The State of Alabama }
Montgomery County } Probate Court

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 UNITED TECHNOLOGIES CORPORATION

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

in Book No. 119 of CORPORATION BOOK at page 256.

Given under my hand and official seal this

2nd day of DECEMBER, A.D. 198

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