State of Idaho

Department of State

CERTIFICATE OF AUTHORITY
OF

CONFAB HOLDING CORP. File number C 123851

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed 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 transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: May 4, 1998



Pite of Cenarriusa SECRETARY OF STATE

By Shory Dierrie

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit) (Instructions on Back of Application)

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the street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho and its registered agent in Idaho at that address is C T Corporation System the names and respective business addresses of its directors and officers are: See Attached Office Address Pated: April 20, 1998 Confab Holding Corp. (Corporation name) Customer Acct #: (Customer Acc					
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CONFAB HOLDING CORP.

Directors

Name Title Address
John J. Guarnieri Director One Tyco Park
Exeter, NH 03833

Richard J. Meelia Director 15 Hampshire Street

Mansfield, MA 02048

Barbara S. Miller Director One Tyco Park

Exeter, NH 03833

Officers

Name <u>Title</u> <u>Address</u>

Richard J. Meelia President 15 Hampshire Street

Mansfield, MA 02048

Barbara S. Miller Vice President One Tyco Park

Exeter, NH 03833

Michael A. Robinson Treasurer One Tyco Park

Exeter, NH 03833

David A. Siskind Secretary 15 Hampshire Street

Mansfield, MA 02048

Vanessa S. Perillo Assistant Secretary One Tyco Park

Exeter, NH 03833

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONFAB HOLDING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

AUTHENTICATION:

9049862

DATE:

04-28-98

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