

PEARL PROFESSIONAL CORPORATION

735 POST ROAD EAST
WESTPORT, CONNECTICUT 06880

STEWART W. PEARL

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March 22, 2000

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FEDERAL EXPRESS

Florida Secretary of State
Corporations Division
Capitol, Plaza Level, Room 2
Tallahassee, Florida 32399-0250

100003185271--7
-03/27/00--01022--019
*****43.75 *****43.75

Re: Invensys Building Systems Inc.

Dear Sir or Madam:

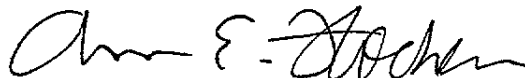
Enclosed for filing in connection with the name change of the above-referenced corporation from Barber-Colman Company are the following documents:

1. Application by Foreign Corporation to File Amendment for Authorization to Transact Business in Florida
2. A certified copy of the Certificate of Amendment from the Delaware Secretary of State
3. A check in the amount of \$43.75 to cover the costs of filing and obtaining a certified copy of the Amendment.

Please send me a certified copy of the Amended Certificate of Authority at the above address in the enclosed self-addressed Federal Express envelope.

Please contact me if you need any further information.

Sincerely,



Ann E. Flocken, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 24 PM 4:14

name change
NFT
3-28-00

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAR 24 PM 4:14

SECTION I (1-3 must be completed)

1. Barber-Colman Company
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: May 23, 1978

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 14, 1999

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

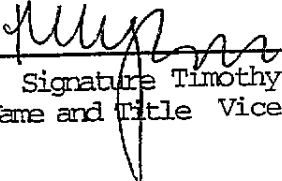
Invensys Building Systems Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No change


Signature Timothy J. Dolan,
Name and Title Vice President

February 1, 2000
Date

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BARBER-COLMAN COMPANY", CHANGING ITS NAME FROM "BARBER-COLMAN COMPANY" TO "INVENSYS BUILDING SYSTEMS INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 1999, AT 11:45 O'CLOCK A.M.



0850563 8100

991568413

Edward J. Freel
Edward J. Freel, Secretary of State

0189742

AUTHENTICATION:

DATE: 01-10-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Barber-Colman Company (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

1. That the Board of Directors of the Corporation, desiring to amend the Certificate of Incorporation of the Corporation, has adopted the following resolution by unanimous written consent in accordance with the provisions of Section 141(f) of the General Corporation Law of Delaware:

RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to change the name of the Corporation, and as so amended, shall read in its entirety as follows:

"FIRST: The name of the corporation (the 'Corporation') is Invensys Building Systems Inc."

2. The resolution amending the Certificate of Incorporation of the Corporation was duly adopted by written consent of the sole stockholder of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, and written notice of the adoption of such resolution has been given as provided by Section 222 of the General Corporation Law to every stockholder entitled to such notice.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Certificate of Incorporation to be signed by Timothy J. Dolan, Its Vice President, and attested by Paul Schuler, its Assistant Secretary, this 10th day of December, 1999.

By: _____

Timothy J. Dolan
Its Vice President

Attest: _____

By: _____

Paul Schuler,
Its Assistant Secretary