

CT CORPORATION SYSTEM

# B01000000248

FILED  
01 JUL 11 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

(1) TV&C GP Holding, Inc.

(2) Tyco Valves & Controls LP

300004469753--7  
07/11/01--01055--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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|---|---|---|
| <input type="checkbox"/> Profit                         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                      | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign                        | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                            | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy                 | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Photocopies                    | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> Call If Problem    |
| <input type="checkbox"/> Call When Ready                | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In             | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                       |   |   |

Name \_\_\_\_\_  
 Availability \_\_\_\_\_  
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7/11/01  
 Order#: 4440941  
 Ref#:  
 Amount: \$  
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 File

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 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 2001 JUL 11 PM 1:19  
 TO AGENCY FOR SUFFICIENCY OF FILING

660 East Jefferson Street  
 Tallahassee, FL 32301  
 Tel. 850 222 1092  
 Fax 850 222 7615

BK

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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1. Tyco Valves & Controls LP (Name of limited partnership as it is in the home state)

2. (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware (State of Formation) 4. September 22, 1999 (Date of Formation)

5. C T Corporation System (Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road (Street Address of Registered Office)

Plantation (City), Florida 33324 (Zip Code)

7. Acceptance by the Registered Agent for Service of Process: C T Corporation System

Handwritten signature of Ursula Betzger (Agent must sign on this line)

8. One Tyco Park, Exeter, NH 03833

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

TV&C GP Holding, Inc. One Tyco Park, Exeter, NH 03833

Handwritten number: F01000003666

10. One Tyco Park, Exeter, NH 03833 (Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. One Tyco Park, Exeter, NH 03833

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 22nd day of May, 2001

Bernard J. Doherty  
General Partner TV&C GP Holding, Inc.

Bernard J. Doherty, Vice President

STATE OF New Hampshire

COUNTY OF Rockingham

On this 22nd day of May, 2001

Bernard J. Doherty personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

Yolanda Cheney  
(Notary Public Signature)

YOLANDA CHENEY, Notary Public  
My Commission Expires October 23, 2001

(Notary's Printed Name)

Seal

My Commission Expires: Oct 23, 2001

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared TV&C GP Holding, Inc. by Bernard J. Doherty, Vice President, a general partner of Tyco Valves & Controls LP, a (an) foreign limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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1. The amount of capital contributions of the limited partners is \$ 102,280,822.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

*Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

This 22nd day of May, 2001.

Bernard J. Doherty  
General Partner  
TV&C GP Holding, Inc. by Bernard J. Doherty, Vice President

STATE OF New Hampshire

COUNTY OF Rockingham

On this 22nd day of May, 2001,

Bernard J. Doherty, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

Yolanda Cheney  
(Notary Public Signature)

**YOLANDA CHENEY, Notary Public**  
My Commission Expires October 23, 2001

(Notary's Printed Name)

Seal

My Commission Expires: Oct 23, 2001