

B99000000163

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-04/22/99--01014--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

CORPORATION(S) NAME

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
The Ludlow Company LP  
\_\_\_\_\_  
\_\_\_\_\_

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Profit                         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                      |   |   |
| <input checked="" type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|   | <input type="checkbox"/> Reinstatement          |   |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                            | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|   | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy                 | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <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                       |   |   |

99 APR 22 PM 4:15  
SECRETARIAT STATE  
TALLAHASSEE, FLORIDA

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Name	Availability
Document	Availability
Examiner	Availability
Document	Document
Updater	Examiner
Updater	Updater
Verifier	Verifier
Updater	Acknowledgement
Verifier	WPT Verifier
Acknowledgement	DCC
Verifier	DCC

04/21/99

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 APR 21 PM 4:56

RECEIVED

B99000000163

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 22, 1999

C T CORPORATION SYSTEM  
660 EAST JEFFERSON STREET  
TALLAHASSEE, FL 32301

SUBJECT: THE LUDLOW COMPANY LP  
Ref. Number: W99000009528

We have received your document for THE LUDLOW COMPANY LP and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

On the affidavit you must give a specific amount. You can not say has not been determined.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 599A00021100

**Ludlow Corporation**

Two Tyco Park  
Exeter, New Hampshire 03833  
(603) 778-1500

April 14, 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


To Whom it May Concern:

This letter is to confirm that The Ludlow Company LP is an affiliate of Ludlow Corporation in that they are both under the common ownership of Tyco International Ltd. Accordingly, we consent to the use of the name The Ludlow Company LP in the State of Florida.

Very truly yours,

LUDLOW CORPORATION

By: \_\_\_\_\_

  
Irving Gutin, Vice President



Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. The Ludlow Company 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 4. December 17, 1998  
(State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM  
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road  
(Street Address of Registered Office)

Plantation, Florida 33324  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.  
C T CORPORATION SYSTEM  
PETER F. SOUZA  
ASSISTANT SECRETARY  
(Officer 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. NAME OF GENERAL PARTNERS STREET ADDRESS  
Graphic Controls Corporation 189 Van Rensselaer Street  
F99000001706  
Buffalo, NY 14240

10. One Town Center Road, Boca Raton, FL 33486  
(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**

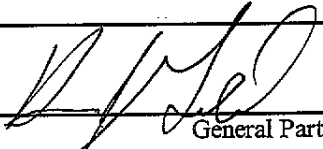
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TALLAHASSEE, FLORIDA

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 9th day of March, 1999



General Partner  
Graphic Controls Corporation

STATE OF Massachusetts

COUNTY OF Bristol

On this 16th day of March, 1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Graphic Controls Corporation personally appeared before me,

who is personally known to me

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

Elizabeth B. Leary  
(Notary Public Signature)

ELIZABETH B. LEARY  
(Notary's Printed Name)

Seal My Commission Expires: June 5, 2003

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared Graphic Controls Corporation, a general partner of The Ludlow Company LP, a (an) Delaware, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 0.
- 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.

This 19th day of April, 19 99.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner

*[Handwritten Signature]*

STATE OF Florida  
COUNTY OF Palm Beach  
DATE April 19, 1999

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Irving Gutin (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of April, 19 99.

Vanessa Perillo  
Notary Public

State of Florida at Large  
My Commission Expires:

Seal



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TALLAHASSEE, FLORIDA