

F98000001567

Richard T. Young
Best Lock Corporation

Requestor's Name

6661 E. 75th St.

Address

Indianapolis, Ind. 46250-2701

City/State/Zip

Phone #

500002614325--0

-08/12/98--01080--001

*****96.25 *****96.25

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

98 SEP 28 PM 1:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS SEP 30 1998

N/C

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1998

BEST LOCK CORPORATION
6161 E. 75TH STREET
INDIANAPOLIS, IN 46250-2701

SUBJECT: WALTER E. BEST COMPANY, INC.
Ref. Number: F98000001567

We have received your document for WALTER E. BEST COMPANY, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 798A00043012

DIVISION OF CORPORATIONS

98 SEP 28 AM 8:21

RECEIVED



Best Access Systems

6161 East 75th Street
Indianapolis, IN 46250

Phone 317 849 2250
Fax 317 845 7651
Website www.BestAccess.com

March 24, 1998

Re: Merger between Best Lock Corporation, FEIN 35-1092570
and Walter E. Best Company, Inc., FEIN 35-1842918

To Whom it may Concern:

The following is being offered as a notice and as the documentation for the merger transaction between Best Lock Corporation and Walter E. Best Company, Inc.. This notice and certified copies of the article of merger are being sent to all government agencies at the federal, state, and local level. If necessary, additional forms will be enclosed to successfully satisfy the registration process for the surviving entity.

The details of the transaction are as follows:

The merger consisted of more than the companies listed above. However, the two companies listed are the only ones applicable.

Prior to the transaction: Best Lock Corporation, FEIN 35-1092570
State of Incorporation: Delaware Date: 04/19/28

Walter E. Best Company, Inc., FEIN 35-1842918
State of Incorporation: Indiana Date: 12/19/91

* Both entities hold current certificates of authority to do business in various states

Post transaction: Best Lock Corporation, FEIN 35-1842918
State of Incorporation: Indiana Date: 12/19/91

If you have any questions or require further assistance please call Richard T. Young at (317) 849-2550, extension 2061.

Thank You,
BEST LOCK CORPORATION

A handwritten signature in black ink, appearing to read "Paula J. Tinkey". The signature is written in a cursive, flowing style.

Paula J. Tinkey
Officer/Controller

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
98 SEP 28 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Walter E. Best Company, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Indiana
Incorporated under laws of

3. 3/19/98
Date authorized to do business in Florida

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? 3/23/98

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

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

New Duration

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

New Jurisdiction

Paula J. Tinkey
Signature

7/27/98
Date

Paula J. Tinkey
Typed or printed name

Vice-President - Controller
Title

1991120840

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF MERGER

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office for filing duplicate copies of Articles of Merger, merging

FRANK E. BEST, INC.
BEST UNIVERSAL LOCK CO.
BEST LOCK CORPORATION
the non-survivors, all Delaware corporations
with and into

WALTER E. BEST COMPANY, INC.
the survivor, an Indiana corporation

The name of the corporation following the merger is

BEST LOCK CORPORATION
an Indiana corporation

Said Articles of Merger, having been prepared and signed in accordance with the Indiana Business Corporation Law.

WHEREAS, upon due examination I find that they conform to law;

NOW, THEREFORE, I, Sue Anne Gilroy, hereby certify that said Articles of Merger have this day been filed in this office. The effective date of the merger is the twenty-third day of March, 1998.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 23rd day of March, 1998.



Deputy

1991120840

ARTICLES OF MERGER
OF
MERGER OF

1995011329

FRANK E. BEST, INC.,
BEST UNIVERSAL LOCK CO.,
AND BEST LOCK CORPORATION

APPROVED
AND
FILED
IND. SECRETARY OF STATE

1995011327

196909-521

1991120840

INTO
WALTER E. BEST COMPANY, INC.

Pursuant to the provisions of Section 23-1-40-7 of the Indiana Business Corporation Law, the undersigned corporation, WALTER E. BEST COMPANY, INC., an Indiana corporation (hereinafter sometimes referred to as the "Surviving Corporation"), hereby adopts the following Articles of Merger for the purpose of merging FRANK E. BEST, INC., a Delaware corporation ("FEB"), BEST UNIVERSAL LOCK CO., a Delaware corporation ("BUL"), and BEST LOCK CORPORATION, a Delaware corporation ("BLC" and, collectively with FEB and BUL, the "Merged Corporations"), into the Surviving Corporation:

FIRST: Attached hereto as Exhibit A is a copy of the Plan of Merger dated March 23, 1998.

SECOND: With respect to the Surviving Corporation, the Plan of Merger was duly adopted by the holders of common stock (the only shareholders entitled to vote thereon). Of the 1,000 shares of common stock of the Surviving Corporation issued, outstanding and entitled to be cast on the Merger, all of said shares were voted in favor of the Merger and no shares were voted against the Merger.

THIRD: With respect to the Merged Corporations, the Plan of Merger was duly adopted by the holders of common stock (the only shareholders entitled to vote thereon). Of the: (i) 8 shares of common stock issued, outstanding and entitled to be cast on the Merger of BLC; (ii) 12 shares of common stock issued, outstanding and entitled to be cast on the Merger of BUL; and (iii) 3 shares of common stock issued, outstanding and entitled to be cast on the Merger of FEB, all of said shares of BLC, BUL and FEB were voted in favor of the Merger and no shares were voted against the Merger. With respect to the Merged Corporations, each of the Merged Corporations has complied with the laws of the State of Delaware in approving and effecting the Merger.

The undersigned corporation has caused these Articles of Merger to be signed by its duly authorized officer on the date stated below.

RECEIVED
CORPORATIONS DIV.
8 MAR 23 AM 11:08
JUE ANNE GILROY

Dated: March 23, 1998

WALTER E. BEST COMPANY, INC.,
an Indiana corporation


By: 
Russell C. Best, President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger is entered into as of March 23, 1998, and made pursuant to Section 23-1-40-7 of the Business Corporation Law of the State of Indiana and by Section 252 of the General Corporation Law of the State of Delaware among WALTER E. BEST COMPANY, INC., an Indiana corporation (the "Surviving Corporation"), FRANK E. BEST, INC., a Delaware corporation ("FEB"), BEST UNIVERSAL LOCK CO., a Delaware corporation ("BUL"), and BEST LOCK CORPORATION, a Delaware corporation ("BLC" and, collectively with FEB and BUL, the "Merged Corporations"). The Merged Corporations and the Surviving Corporation are sometimes individually referred to as a "Constituent Corporation" and collectively as the "Constituent Corporations."

WHEREAS, the Constituent Corporations desire that the Merged Corporations merge with and into the Surviving Corporation (hereinafter referred to as the "Merger") upon the terms and subject to the conditions herein set forth and in accordance with the laws of the states of Indiana and Delaware; and

WHEREAS, the Board of Directors of each Constituent Corporation have approved and adopted this Plan of Merger;

NOW, THEREFORE, the Constituent Corporations do hereby covenant and agree as follows:

ARTICLE I

THE MERGER

Upon the filing of the Plan of Merger with the Secretary of State of the State of Indiana (the "Effective Time"), the Constituent Corporations agree that the following actions shall be taken:

1.1 In accordance with the applicable provisions of the laws of the State of Indiana and the State of Delaware, the Merged Corporations shall be merged with and into the Surviving Corporation, which shall be the Surviving Corporation;

1.2 The Articles of Incorporation and By-Laws of the Surviving Corporation as existing and constituted immediately prior to the Effective Time of the Merger shall continue to be and constitute the Articles of Incorporation and By-laws of the Surviving Corporation; except that Article First of the Articles of Incorporation of the Surviving Corporation will be amended to change the name of the Surviving Corporation to "Best Lock Corporation."

ARTICLE II

MODE OF MERGER

The mode of carrying into effect the Merger provided for in this Plan of Merger and the manner and basis of converting shares of the Constituent Corporations are as follows:

Each share of capital stock of the Surviving Corporation issued and outstanding at the Effective Time shall remain issued and outstanding. There are no shares of capital stock of any of the Merged Corporations issued and outstanding, other than shares of capital stock held by the Surviving Corporation, its stockholders, or another of the Merged Corporations. Consequently, at the Effective Time, each issued and outstanding share of capital stock of each of the Merged Corporations shall be canceled.

ARTICLE III

EXPENSES

The Surviving Corporation, as the surviving corporation, shall pay all expenses of carrying into effect this Plan of Merger and accomplishing the Merger herein provided for.


ARTICLE IV

FURTHER ASSURANCES


If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Merged Corporations, the proper officers and directors of the Merged Corporations shall, and will, execute and make all such proper assignments and assurances in law and do all things necessary or proper to effectuate the Merger.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Plan of Merger to be duly executed by their respective officers thereunto duly authorized on March 23, 1998.

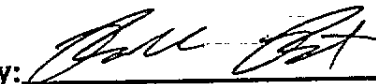
WALTER E. BEST COMPANY, INC.,
an Indiana corporation

By: 
Its: President


FRANK E. BEST, INC., a Delaware corporation

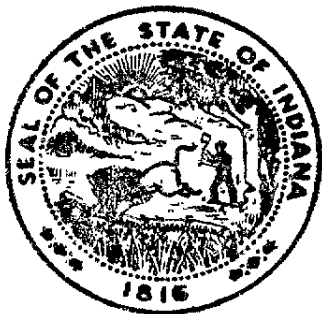
By: 
Its: President

BEST UNIVERSAL LOCK CO., a Delaware corporation

By: 
Its: President

BEST LOCK CORPORATION, a Delaware corporation

By: 
Its: President



STATE OF INDIANA
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the
Amelia (a) page document
as filed in this office.

DATED 7/9/98, 1998

Sue Anne Hilkey
Secretary of State

BY [Signature]
This Certification Stamp replaces our previous Certification System.