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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002656770--1

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*****70.00 *****70.00

SWD Holding, INC I

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

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. SWD Holding, Inc. I

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 02-0502161

(FEI number, if applicable)

4. August 27, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 15 Hampshire Street, Mansfield, Massachusetts 02048

(Current mailing address)

8. to hold a limited partnership interest

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

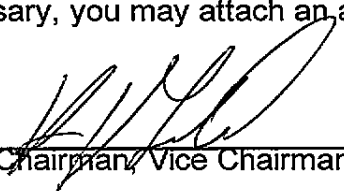
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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kevin Gould Vice President _____
(Typed or printed name and capacity of person signing application)

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SWD Holding, Inc. I

Directors and Officers

Directors

Irving Gutin
Richard Meelia
Mark Swartz

Address

One Tyco Park, Exeter, NH 03833
15 Hampshire Street, Mansfield, MA 02048
One Tyco Park, Exeter, NH 03833

Officers

Richard Meelia
Charles Dockendorff
Kevin Gould
Irving Gutin
Mark Swartz
Michael Robinson
Scott Stevenson
Brian Moroze
Vanessa Perillo

Title

President
Vice President
Vice President
Vice President
Vice President
Treasurer
Asst. Treasurer
Secretary
Asst. Secretary

Address

15 Hampshire Street, Mansfield, MA 02048
15 Hampshire Street, Mansfield, MA 02048
15 Hampshire Street, Mansfield, MA 02048
One Tyco Park, Exeter, NH 03833
One Tyco Park, Exeter, NH 03833
712 Fifth Ave., New York, NY 10019
One Town Center Rd., Boca Raton, FL 33486
One Tyco Park, Exeter, NH 03833
One Town Center Rd., Boca Raton, FL 33486

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SWD HOLDING, INC. I" 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-THIRD DAY OF SEPTEMBER, A.D. 1998.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9316353

DATE:

09-23-98