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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

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Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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

CORPORATION(S) NAME

Tyco (us) Holdings, Inc

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TALLAHASSEE FLORIDA

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JOEY

**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. Tyco (US) Holdings, Inc.
(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. Applied For
(FEI number, if applicable)
4. June 11, 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 817.155, F.S.))
7. One Tyco Park, Exeter, New Hampshire 03833

(Current mailing address)
8. to act as a holding company
(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: C T Corporation System
Office Address: c/o C T Corporation System, 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.

C T Corporation System

Vicky Goldstein

(Registered agent's signature) (Officer)

VICKY GOLDSTEIN
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: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. Jeffrey Mattfolk, Vice President
(Typed or printed name and capacity of person signing application)

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Tyco (US) Holdings, Inc.

Directors

<u>Name</u>	<u>Title</u>	<u>Address</u>
J. Brad McGee	Director	One Tyco Park Exeter, NH 03833
Irving Gutin	Director	One Tyco Park Exeter, NH 03833
M. Brian Moroze	Director	One Tyco Park Exeter, NH 03833

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Richard Meelia	President	15 Hampshire Street Mansfield, MA 02048
Irving Gutin	Vice President	One Tyco Park Exeter, NH 03833
Jeffrey Mattfolk	Vice President	One Town Center Road Boca Raton, FL 33486
Michael Robinson	Treasurer	712 Fifth Avenue New York, NY 10019
Scott Stevenson	Asst. Treasurer	One Town Center Road Boca Raton, FL 33486
M. Brian Moroze	Secretary	One Tyco Park Exeter, NH 03833

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TYCO (US) HOLDINGS, INC." 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-NINTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel
Edward J. Freel, Secretary of State
9893191

AUTHENTICATION:

DATE: 07-29-99

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SECRETARY OF STATE