



THE UNITED STATES
CORPORATION
COMPANY

P94 0000 88939

ACCOUNT NO. : 072100000032

REFERENCE : 217070 4803290

AUTHORIZATION

COST LIMIT : \$ 122.50

Patricia Pijet

FILED
97 JAN -9 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 9, 1997

ORDER TIME : 3:48 PM

300002053623--8

ORDER NO. : 217070-005

CUSTOMER NO: 4803290

CUSTOMER: Sherri Hawkins, Legal Asst
Kramer, Levin, Naftalis &
919 Third Ave. 41st Fl.

New York, NY 10022

ARTICLES OF MERGER

T3 ACQUISITION CORP.

INTO

ELECTROSTAR, INC.

RECEIVED
7 JAN -9 PM 4:12
ICH OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

N. HENDRICKS JAN 14 1997

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1997

CSC - KAREN ROZAR

TALLAHASSEE, FL

SUBJECT: ELECTROSTAR, INC.
Ref. Number: P94000088939

We have received your document for ELECTROSTAR, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

On the second page of the merger under (g) it states that THE DIRECTORS OF T3 CORP. AT THE EFFECTIVE TIME SHALL BE THE DIRECTORS OF THE SURVIVING CORPORATION. Please attach a copy of the Directors as an exhibit so that the computer may be updated as such.

At the bottom of page 2 of the merger the date of adoption is November 27, 1997. Should this date be November 27, 1996? Please correct document accordingly.

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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 497A00001470

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

T3 ACQUISITION CORP., A FLORIDA CORPORATION, P96000096714.

INTO

ELECTROSTAR, INC., a Florida corporation, P94000088939

File date: January 9, 1997

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER
OF
T3 ACQUISITION CORP., a Florida corporation
AND
ELECTROSTAR, INC., a Florida corporation

FILED
97 JAN -9 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act"), Tyco International, Ltd., a Massachusetts corporation ("Tyco"), T3 Acquisition Corp., a Florida corporation ("T3 Corp.") and ElectroStar, Inc., a Florida corporation ("ElectroStar"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of T3 Corp. with and into ElectroStar (the "Merger"):

FIRST: The Plan of Merger, pursuant to Section 607.1104 of the Act, is as follows:

(a) The name of the parent corporation is Tyco International Ltd. and the names of its subsidiary corporations to be merged are T3 Acquisition Corp. and ElectroStar, Inc.

(b) ElectroStar, Inc. is the surviving corporation of the Merger.

(c) All of the outstanding shares of capital stock of T3 Corp. is owned by Tyco and in excess of 98% of the outstanding shares of common stock, par value \$.01 (the "Shares") of ElectroStar is held directly or indirectly by Tyco.

(d) Upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"), (i) T3 Corp. shall be merged with and into ElectroStar and the separate existence of T3 Corp. shall cease, (ii) ElectroStar shall be the Surviving Corporation of the Merger (the term "Surviving Corporation" as used herein means ElectroStar from and after the Effective Time), (iii) each share of capital stock of T3 Corp. that is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one fully paid and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation, (iv) all Shares held in treasury of ElectroStar or any wholly owned subsidiary of ElectroStar and any Shares owned by Tyco, T3 Corp. or any other wholly owned Subsidiary of Tyco, shall be cancelled and no consideration shall be delivered in exchange therefor, and (v) all other Shares shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such Shares shall cease to have any rights with respect thereto, except the right to receive the merger consideration in the amount of \$14.00 per Share.

(e) The Articles of Incorporation of ElectroStar in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, except for the following changes to the Articles of Incorporation of ElectroStar:

(i) Article III is hereby deleted and the following shall be substituted as the new Article III of the Surviving Corporation's Articles of Incorporation:

"ARTICLE III

The aggregate number of shares of capital stock which this Corporation shall have authority to issue shall consist of 1,000 shares of common stock, \$.01 par value (the "Common Stock")."

(ii) Article V is hereby deleted and the following shall be substituted as the new Article V of the Surviving Corporation's Articles of Incorporation:

"ARTICLE V

The Corporation's Board shall consist of not less than three nor more than eleven members, with the exact number to be fixed from time to time by resolution of the Board."

(iii) Article VIII is hereby deleted in its entirety.

(f) The Bylaws of T3 Corp. in effect immediately prior to the Effective Time will be the Bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

(g) The directors of T3 Corp. at the Effective Time shall be the directors of the Surviving Corporation. (Exhibit A)

(h) The officers of ElectroStar immediately prior to the Effective Time and such other persons as Tyco shall designate shall be the officers of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected.

(i) Any issued and outstanding Shares held by a person (a "Dissenting Shareholder") who objects to the Merger and complies with all the provisions of Florida law concerning the right of holders of Shares to dissent from the Merger and require appraisal of their Shares shall not be converted as described in (d) above but shall become the right to receive such consideration as may be determined to be due to such Dissenting Shareholder pursuant to the laws of the State of Florida.

SECOND: The Plan of Merger set forth herein, was adopted without shareholder approval and by the written consent of the Board of Directors of each of Tyco, T3 Corp. and ElectroStar in accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act on November 27, 1996.

IN WITNESS WHEREOF, Tyco, T3 Corp. and ElectroStar have caused these Articles of Merger to be signed in their corporate names by their respective authorized officers, on this ____ day of January, 1997.

TYCO INTERNATIONAL, LTD., a Massachusetts corporation

By:

Name: _____

Title: _____

T3 ACQUISITION CORP., a Florida corporation

By:

Name: _____

Title: _____

ELECTROSTAR, INC., a Florida corporation

By:


Kenton K. Alder, President

IN WITNESS WHEREOF, Tyco, T3 Corp. and ElectroStar have caused these Articles of Merger to be signed in their corporate names by their respective authorized officers, on this 9th day of January, 1997.

TYCO INTERNATIONAL, LTD., a Massachusetts corporation

By:

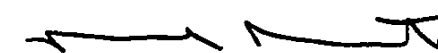


Name: Mark H. Swartz

Title: Vice President-Chief Financial Officer

T3 ACQUISITION CORP., a Florida corporation

By:



Name: Mark H. Swartz

Title: President

ELECTROSTAR, INC., a Florida corporation

By:

Kenton K. Alder, President

EXHIBIT A

Directors of ElectroStar, Inc.

NAME	ADDRESS
Mark H Swartz	Tyco International Ltd. One Tyco Park Exeter, New Hampshire 03833
J. Brad McGee	Same as above
Barbara S. Miller	Same as above