

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

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APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Simplex Time Recorder Co.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Simplex Time Recorder Co.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is October 1, 1983 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is Simplex Plaza, Gardner, MA 01441

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Sales and service of recording, fire alarm and related equipment.

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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
SEE ATTACHED RIDER	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
200,000	Common	Voting	\$1.00
800,000	Common	A Non-Voting	\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
104,202	Common	Voting	\$1.00
224,466	Common	A Non-Voting	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 65,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 120,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 283,354,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,700,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.



OFFICERS

Edward G. Watkins
1067 S. Ocean Blvd.
Palm Beach, FL 33480
SS# 001-28-0167

Chairman of the Board,
Chief Executive Officer &
President

Thomas A. Curtin
383 Simon Willard Road
Concord, MA 01742
SS# 008-22-9713

Executive Vice-President,
Chief Financial Officer &
Director

Eugene H. Ballard
6 Candlewood Drive
Andover, MA 01810
SS# 507-36-2764

Vice President, Secretary
and Clerk

Stephen Lundsted
P.O. Box 578
Rindge, NH 03461
SS# 026-32-2413

Vice President,
Manufacturing

Franklin D. Everett
138 Old Farm Road
Leominster, MA 01453
SS# 169-26-6139

Vice President & General
Manager, Service Division

Donald B. Stimer
138 Crestwood Drive
Gardner, MA 01440
SS# 371-38-4577

Treasurer

Joseph Marzilli
117 Forest Drive
Holden, MA 01520
SS# 011-44-8036

Assistant Treasurer

John R. Ellis
62 Belknap Street
Concord, MA 01742
SS# 174-32-7521

Vice President & General
Manager, Building Systems
Division

jd304/1

Robert A. Contino
17 Welwyn Road
Riverside, CT 06878
SS# 322-24-6692

Vice President, Field
Operations

Joseph H. Griffith
14 Woodchester Drive
Acton, MA 01720
SS# 263-60-6149

Vice President, Human
Resources & Corporate
Services

Anthony J. Lepore
175 Helena Street
Leominster, MA 01453
SS# 023-26-5348

Vice President & General
Manager, Time Equipment
Division

Edward F. Hines, Jr.
63 Salem Street
Andover, MA 01810
SS# 010-34-4198

Director & Assistant
Secretary

John Coleman
144 Hilltop Street
Milton, MA 02186
SS# 015-16-6324

Director

Dated JAN 30, 19 89

Simplex Time Recorder Co.

[Exact Corporate Name of Corporation Making Application]

By Thomas A. Costello
Its Vice President
and Eugene H. Ballard
Its Secretary

STATE OF Massachusetts

COUNTY OF Worcester

} Sc.

At Worcester, Mass. in said County on the 30th day
of January 19 89, before me personally appeared
Secretary, who being by me first duly sworn, declared that
he is the Eugene H. Ballard of Simplex Time Recorder Co.,
that he signed the foregoing document as such Secretary of the
corporation, and that the statements therein contained are true.

Thomas J. Laroque
Notary Public

(NOTARIAL SEAL)

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

ONE ANHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Maria C. Lee

Choate, Hall & Stewart
60 State Street
Boston, Massachusetts 02109

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is

CUSTOM CARE CONTROL, INC.

2. The purpose for which the corporation is formed is as follows:

To administer Insurance Plans and Employee Benefit Plans, for a fee, and to engage in any and all activities relating thereto; and to carry on any business or other activity which may be lawfully carried on by a corporation organized under the Business Corporation Law of the Commonwealth of Massachusetts, whether or not related to those referred to hereinabove.

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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left-hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring such addition is clearly indicated.

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P ☒
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RA ☐

P.C.

3. The total number of shares and the par value, if any, of each class of stock within the corporation is authorized as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred	None	None		\$
Common	None	300,000	\$1.00	\$300,000

*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established.

None.

*5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

None.

*6. Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Continuation Sheets 6A, 6B, 6C and 6D attached hereto and incorporated herein.

*If there are no provisions state "None"

CONTINUATION SHEET 6A

By-Laws

The board of directors is authorized to make, amend or repeal the by-laws of the corporation in whole or in part, except with respect to any provision thereof which by law, by these articles of organization, or by the by-laws requires action by the stockholders.

Place of Meetings of The Stockholders

Meetings of the stockholders may be held anywhere in the United States.

Partnership

The corporation may be a partner in any business enterprise which the corporation would have power to conduct by itself.

Indemnification of Directors, Officers and Others

The corporation shall indemnify each person who is or was a director, officer, employee or other agent of the corporation, and each person who is or was serving at the request of the corporation as a director, trustee, officer, employee or other agent of another organization in which it directly or indirectly owns shares or of which it is directly or indirectly a creditor, against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgments, in settlement, or as fines and penalties, and counsel fees and disbursements, reasonably incurred by him in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative or legislative or investigative body, in which he may be or may have been involved as a party or otherwise or with which he may be or may have been threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee, agent or trustee, or by reason of any action taken or not taken in any such capacity, except with respect to any matter as to which he shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the

CONTINUATION SHEET 6B

reasonable belief that his action was in the best interests of the corporation. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding may be paid from time to time by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be determined that indemnification of such expenses is not authorized hereunder.

As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by a vote of a majority of the disinterested directors then in office (even though the disinterested directors be less than a quorum), or (b) by any disinterested person or persons to whom the question may be referred by vote of a majority of such disinterested directors, or (c) by vote of the holders of a majority of the outstanding stock at the time entitled to vote for directors, voting as a single class, exclusive of any stock owned by any interested persons, or (d) by any disinterested person or persons to whom the question may be referred by vote of the holders of a majority of such stock. No such approval shall prevent the recovery from any such officer, director, employee, agent or trustee of any amounts paid to him or on his behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee, agent, or trustee may be entitled or which may lawfully be granted to him. As used herein, the terms "director," "officer," "employee," "agent" and "trustee" include their respective executors, administrators and other legal representatives, and "interested" person is one against whom the action, suit or other proceeding in question or another action, suit or other proceeding on the same or similar grounds is then or has been pending or threatened, and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or has been pending or threatened.

By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may

CONTINUATION SHEET 6C

purchase and maintain insurance, in such amounts as the board of directors may from time to time deem appropriate, on behalf of any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or other agent of another organization in which it directly or indirectly owns shares or of which it is directly or indirectly a creditor, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

Intercompany Transactions

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other organization of which one or more of its directors or officers are directors, trustees or officers, or in which any of them has any financial or other interest, shall be void or voidable, or in any way affected, solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board of directors or committee thereof which authorizes, approves or ratifies the contract or transaction, or solely because his or their votes are counted for such purposes, if:

- (a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee which authorizes, approves or ratifies the contract or transaction, and the board or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- (b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically authorized, approved or ratified in good faith by vote of the stockholders; or
- (c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the stockholders.

CONTINUATION SHEET 6D

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction. No director or officer of the corporation shall be liable or accountable to the corporation or to any of its stockholders or creditors or to any other person, either for any loss to the corporation or to any other person or for any gain, or profits realized by such director or officer, by reason of any contract or transaction as to which clauses (a), (b) or (c) above are applicable.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.

8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after the date of filing.)

9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation of Massachusetts is:

c/o David A. Kaplan, Simplex Plaza, Gardner, Massachusetts 01441

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Edward G. Watkins	25 Lincoln Drive Acton, MA 01720	Same
Treasurer:	David A. Kaplan	10 Mallard Road Acton, MA 01720	Same
Clerk:	Kennett F. Burnes	30 Kingsbury Chestnut Hill, MA 02167	Same
Executive Vice Pres:	Joseph Presechino	45 Chapman Park Gardner, MA 01440	Same
Directors:	Edward G. Watkins	Same as above	Same
	Kennett F. Burnes	Same as above	Same

c. The date initially adopted on which the corporation's fiscal year ends is:

January 31

d. The date initially fixed in the by laws for the annual meeting of stockholders of the corporation is:

First Tuesday in May

e. The name and business address of the resident agent, if any, of the corporation is:

None

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 3rd day of August 1985.

Maria C. Lee
Maria C. Lee, Incorporator

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

196643
SECRETARY OF
THE COMMONWEALTH

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CORPORATION DIVISION THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with; and I hereby approve said articles; and the filing fee in the amount of \$150.00 having been paid, said articles are deemed to have been filed with me this 4th day of August 1983

Effective date

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of State

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT
TO BE FILLED IN BY CORPORATION

TO: Maria C. Lee

Choate, Hall & Stewart

60 State Street

Boston, Massachusetts 02109

Telephone (617) 227-5020

FILING FEE 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

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The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

FEDERAL IDENTIFICATION

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

NO. 000196643

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Edward G. Watkins
Kennett F. Burnes

, President/Vice-President, and
Clerk/Assistant-Clerk of

CUSTOM CARE CONTROL

(Name of Corporation)

located at c/o David A. Kaplan, Simplex Plaza, Gardner, MA 01441

Rec'd
Name
Approved

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on October 18, 1983, by vote of

1,000 shares of Common out of 1,000 shares outstanding,
(Class of Stock)

shares of out of shares outstanding, and
(Class of Stock)

shares of out of shares outstanding,
(Class of Stock)

being at least a majority of each class outstanding and entitled to vote thereon;¹

CROSS OUT

INAPPLICABLE

CLAUSE

~~two-thirds of each class outstanding and entitled to vote thereon and
of each class or series of stock whose rights are adversely affected
thereby.~~

VOTED: That the name of the Corporation be changed to
"COMPLETE CARE CONTROL, INC."

C ☐
P ☐
M ☐

¹For amendments adopted pursuant to Chapter 156B, Section 70

²For amendments adopted pursuant to Chapter 156B, Section 71

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P.C.

Note: If the space provided under any Amendment or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one Amendment may be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

TO CHANGE the number of shares and the par value, if any, of each class of stock within the corporation fill in the following:

The total presently authorized is:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON			
PREFERRED			

CHANGE the total to:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON			
PREFERRED			

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
18th day of October in the year 1983

ES Wether
Wether

President/~~Wether~~ President

Clerk/~~Assistant Clerk~~

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SECRETARY OF THE

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CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 75.00
having been paid, said articles are deemed to have
been filed with me this 28th
day of October, 1983.

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO: Kenneth F. Burnes
Choate, Hall & Stewart
60 State Street
Boston, MA 02109
Telephone (617) 227-5020

Copy Mailed

X

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022-

The Commonwealth of Massachusetts

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Examiner

MICHAEL JOSEPH CONNOLLY

FEDERAL IDENTIFICATION

NO. 04-182-7410 *12*

ONE ASHBURTON PLACE
BOSTON, MASS. 02108

FEDERAL IDENTIFICATION

NO. 04-279-7244 *5*

ARTICLES OF CONSOLIDATION* MERGER* PURSUANT TO GENERAL LAWS, CHAPTER 156B, SECTION 7B

The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114.
Make checks payable to the Commonwealth of Massachusetts.

• • • • •

CONSOLIDATION* MERGER* OF

1. *Simplex Time Recorder Co.*

2. *Complete Care Control, Inc.*

the constituent corporations

into

Complete Care Control, Inc.

a new corporation* one of the constituent corporations*.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of consolidation* merger* has been duly adopted in compliance with the requirements of subsections (b) and (c) of General Laws, Chapter 156B, Section 7B, and will be kept as provided by subsection (d) thereof. The resulting* surviving* corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the consolidation* merger* determined pursuant to the agreement referred to in paragraph 1 shall be December 17, 1988

3. (For a merger)

** The following amendments to the articles of organization of the SURVIVING corporation have been affected pursuant to the agreement of merger referred to in paragraph 1:

See attached Exhibit A

*Delete the inapplicable words.

**If there are no provisions state "NONE."

NOTE If the space provided under article 3 is insufficient, additions shall be set forth on separate 8 1/2 x 11 inch sheets of paper, leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

(For a consolidation)

(a) The purpose of the RESULTING corporation is as follows:

(b) The total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred				\$
Common				

** (c) If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established.

** (d) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, for restrictions upon the transfer of shares of stock of any class, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

*Delete the inapplicable words

**If there are no provisions state "NONE"

NOTE If the space provided under article 3 is insufficient, additions shall be set forth on separate 8 1/2 x 11 inch sheets of paper, leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

EXHIBIT A

(a) The name of the Corporation is changed to "SIMPLEX TIME RECORDER CO."

(b) The purposes of the Corporation are changed to:

"To manufacture and sell recording, fire alarm and related equipment, to administer Insurance Plans and Employee Benefit Plans, for a fee, and to engage in any other activity which may be lawfully carried on by a corporation organized under the Business Corporation Law of the Commonwealth of Massachusetts, whether or not related to those referred to hereinabove."

(c) The total number of shares and the par value of each class of stock which the corporation is authorized to issue is changed to:

<u>Class of Stock</u>	<u>Number of Shares</u>	<u>Par Value</u>	<u>Amount</u>
Class A Non-Voting Stock	800,000	\$1	\$800,000
Voting Common Stock	200,000	\$1	\$200,000

(d) The description of each of the different classes of stock with the voting powers as to each class thereof is changed to:

"The shares of Class A Non-Voting Common Stock shall have no vote, all voting rights being vested in the shares of Voting Common Stock. In all other respects, including without limitation dividend and liquidation rights, the two classes of Common Stock shall be identical."

(e) Continuation Sheet 6D of Section 6 is changed by adding thereto the following paragraph:

Limitation on Liability of Directors

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 61 or 62 of Chapter 156B of the General Laws of the Commonwealth of Massachusetts, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of any provision of this paragraph, directly or by adoption of an inconsistent provision of these Articles of Organization, shall apply to or have any effect on any liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal."

OFFICERS AND DIRECTORS
SIMPLEX TIME RECORDER CO.

Chairman of the Board, Chief Executive Officer and President	Edward G. Watkins	1067 South Ocean Blvd. Palm Beach, FL 33480
Executive Vice President, Chief Financial Officer and Director	Thomas A. Curtin	383 Simon Willard Rd. Concord, MA 01742
Vice President, Secretary and Clerk	Eugene H. Ballard	6 Candlewood Dr. Andover, MA 01810
Vice President and General Manager - Building Systems Div.	John R. Ellis	62 Belknap St. Concord, MA 01742
Vice President, Field Operations	James D. Plante	P.O. Box 41 Windmill Hill Rd. Dublin, NH 03444
Vice President and General Manager - Service Division	Franklin D. Everett	138 Old Farm Rd. Leominster, MA 01453
Vice President and General Manager - Time Equipment Div.	Anthony J. Lepore	175 Helena St. Leominster, MA 01453
Vice President, Manufacturing	Stephen Lundsted	P.O. Box 578 Rindge, NH 03461
Vice President, Human Resources & Corporate Services	Joseph H. Griffith	14 Woodchester Dr. Acton, MA 01720
Treasurer	Donald B. Stimer	138 Crestwood Dr. Gardner, MA 01440
Director and Assistant Secretary	Edward F. Hines, Jr.	63 Salem St. Andover, MA 01810
Assistant Treasurer	Joseph Marzilli	117 Forest Dr. Holden, MA 01520
Director	John J. Coleman	144 Hilltop St. Milton, MA 02186

4. The following information shall not for any purpose be treated as a permanent part of the articles of organization of the resulting* surviving* corporation.

(a) The post office address of the initial principal office of the resulting* surviving* corporation in Massachusetts is:
Simplex Plaza, Gardner, Massachusetts 01441

(b) The name, residence and post office address of each of the initial directors and President, Treasurer and Clerk of the resulting* surviving* corporation is as follows:

Name	Residence	Post Office Address
President		
Treasurer	See attached Exhibit B	
Clerk		
Directors		

(c) The date initially adopted on which the fiscal year of the resulting* surviving* corporation ends is:
the Saturday closest to the end of the calendar year.

(d) The date initially fixed in the by-laws for the Annual Meeting of stockholders of the resulting* surviving* corporation is:

the second Thursday of April

The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of ~~consolidation~~* merger* referred to in paragraph 1 has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 78.

E. B. Walling President* Vice President*
Lyman H. Belland Clerk* Assistant Clerk*

of..... Simplex Time Recorder Co.
(name of constituent corporation)

E. B. Walling President* Vice President*
Lyman H. Belland Clerk* Assistant Clerk*

of..... Complete Care Control, Inc.
(name of constituent corporation)

*Delete the inapplicable words

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SECRETARY OF
1988 DEC -9 PM 2:52

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~CONSOLIDATION~~ MERGER

(General Laws, Chapter 156B, Section 78)

I hereby approve the within articles of consolidation/merger and, the filing fee in the amount of \$ 700.00 having been paid, said articles are deemed to have been filed with me this 12th day of December, 19 88.

Effective Date December 17, 1988


MICHAEL JOSEPH CONNOLLY
Secretary of State

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