ID#1901

Filing fee: $75.00

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

Figgie International Holdings Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on October 14, 1986, authorizing it to transact business in Rhode Island under the name of Figgie International Holdings Inc.

SECOND: The corporate name of the corporation has changed to Figgie International Inc.

[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is Figgie International Inc.

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No Change

[If no other or additional purposes are proposed, insert "No change."]

No Change

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: [see §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is $

(B): An estimate of the value of its property to be located within Rhode Island during such year is $

(C): An estimate of the gross amount of business to be transacted by it during such year is $

(D): 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 $

Dated June 17, 1994

Figgie International Inc.

By L.A. Harthun

Its Sr. Vice President

and Cheri A. Costello

Its Asst. Secretary

STATE OF OHIO
COUNTY OF LAKE } SC.

At WILLOUGHBY, OHIO in said County on the 17th day of JUNE 1994, before me personally appeared L.A. HARTHUN, who being by me first duly sworn, declared that he is the SR. VICE PRESIDENT of Figgie International Inc., that he signed the foregoing document as such SR. VICE PRESIDENT of the corporation, and that the statements therein contained are true.

Linda G. Renner
Notary Public

(NOTARIAL SEAL)

LINDA G. RENNER, Notary Public
State of Ohio (Lake County)
My Commission Expires May 13, 1995

FILED
JUL 05 1994
By 9125912556 8

State of Delaware

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FIGGIE INTERNATIONAL INC.", A OHIO CORPORATION,

WITH AND INTO "FIGGIE INTERNATIONAL HOLDINGS INC." UNDER THE NAME OF "FIGGIE INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1986, AT 10:01 O'CLOCK A.M.

William T. Quillen

William T. Quillen, Secretary of State

2008620 8100M

AUTHENTICATION: 7164346

944118275

DATE: 06-28-94

2/31/86

CERTIFICATE OF OWNERSHIP AND MERGER

OF

FIGGIE INTERNATIONAL INC.

an Ohio Corporation,

WITH AND INTO

FIGGIE INTERNATIONAL HOLDINGS INC.

a Delaware Corporation

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

Figgie International Holdings Inc., a Delaware corporation, does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger described herein (the "Merger") are as follows:

NAME	STATE OF INCORPORATION
Figgie International Holdings Inc. (the "Corporation")	Delaware
Figgie International Inc.	Ohio

SECOND: The Corporation owns all of the issued and outstanding shares of capital stock of Figgie International Inc. The Corporation is the parent corporation and shall be the surviving corporation in the merger and shall continue as a corporation organized and existing under the laws of the State of Delaware. The provisions of Section 1701.80 of the Revised Code of the State of Ohio permit the merger of an Ohio corporation with a corporation organized under the laws of another state.

THIRD: On November 19, 1986, the following resolutions were duly adopted by the Board of Directors of the Corporation at a meeting thereof, and the same are in full force and effect on the date hereof:

> WHEREAS this Corporation lawfully owns all of the outstanding shares of Figgie International Inc., a corporation organized and existing under the laws of Ohio, and
>
> WHEREAS this Corporation desires to merge into itself Figgie International Inc. and to be possessed of all the estate, property, rights, privileges, and franchises of said corporation.
>
> NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself Figgie International Inc. and assume all of its liabilities and obligations, such merger to take effect on the Effective Date as set forth in the Agreement of Merger attached hereto as Exhibit A and made a part hereof (the "Agreement of Merger").
>
> RESOLVED FURTHER, that the name of this Corporation be and hereby is changed to "Figgie International Inc." effective on the Effective Date of the merger.
>
> RESOLVED FURTHER, that the President or a Vice President, and the Secretary or an Assistant Secretary of this Corporation, be and hereby are authorized and directed to make and execute, under the corporate seal of this Corporation, and acknowledge (i) the Agreement of Merger and a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Figgie International Inc. into this Corporation and assume its liabilities and obligations, and the date of adoption of these resolutions, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of the County New Castle, State of Delaware,

and (ii) a Certificate of Merger, containing a signed Agreement of Merger, or a copy thereof, and to file the same with the Secretary of State of the State of Ohio.

RESOLVED FURTHER, that each of the officers of this Corporation be and hereby is authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware or the State of Ohio, which may be in anywise necessary or proper to effect said merger.

RESOLVED FURTHER, that the Senior Vice President-International, General Counsel and Secretary or the Vice President and Treasurer of the Corporation, or either of them, be and hereby are authorized to execute any and all amendments, supplemental indentures or other modifications, and certificates which may be required by lenders or trustees in connection with outstanding indentures and credit and loan agreements of the Corporation or as such officers or officer may deem necessary or desirable, in their sole discretion, in order to effect the merger of Figgie International Inc. with and into Figgie International Holdings Inc. and comply with the terms of such indentures and credit and loan agreements.

RESOLVED FURTHER, that effective on the Effective Date of the merger (as defined in the Agreement of Merger), the Bylaws of Figgie International Holdings Inc. be amended to reflect the change of name to Figgie International Inc.

RESOLVED FURTHER, that each of the officers, employees, or agents of Figgie International Inc. presently authorized to draw on any corporate bank account, or similar account, be and hereby is authorized, in the name and on behalf of Figgie International Holdings Inc., to draw on such account after it shall be assigned to Figgie International Holdings Inc. as a result of the merger, to the same extent and subject to the same limitations and restrictions on such authority as are presently in effect; that any standard

forms of corporate resolutions required for the transfer, assignment, maintenance, or reopening of any of such accounts showing the persons authorized to draw on said accounts be and hereby are adopted as the resolutions of the Board of Directors of the Corporation; that the Secretary of the Corporation be and hereby is directed to make any such standard forms of corporate resolutions a part of these minutes by inserting them into the Minute Book immediately following these minutes; and that the Secretary of the Corporation be and hereby is authorized and directed to execute the Certificate of Secretary or other such certificate included on said standard forms of corporate resolutions.

RESOLVED FURTHER, that the Senior Vice President-International, General Counsel, and Secretary or the Vice President and Treasurer of the Corporation, or either of them, be and hereby are authorized to execute any and all amendments, supplemental indentures, other modifications or certificates which may be required by lenders or trustees in connection with outstanding indentures and credit and loan agreements of the Corporation or as such officer may deem necessary or desirable, in his sole discretion, in order to effect the merger of Figgie International Inc. with and into Figgie International Holdings Inc. and comply with the terms of such indentures and credit and loan agreements.

FOURTH: The Merger shall take effect pursuant to the Agreement of Merger and Plan of Complete Liquidation by and between the Corporation and Figgie International Inc. dated as of December 19, 1986 (the "Agreement of Merger"), attached hereto as Exhibit A, at December 31, 1986, the Effective Date set forth in said Agreement of Merger.

FIFTH: Pursuant to the terms of the Agreement of Merger, the name of the Corporation shall be changed to "Figgie

International Inc.," and the heading of the Restated Certificate of Incorporation of the Corporation is hereby amended to said effect and Article First of the Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

Article First: The name of the Corporation is Figgie International Inc.

IN WITNESS WHEREOF, Figgie International Holdings Inc. has caused this certificate to be signed by its Senior Vice President and attested by its Assistant Secretary, and its corporate seal to be hereto affixed, the 19th day of December, 1986.

FIGGIE INTERNATIONAL HOLDINGS INC.

(Seal)

By: _____
L. A. Harthun
Senior Vice President

ATTEST:

Gary F. Centrich
Assistant Secretary

Exhibit A

AGREEMENT OF MERGER

AND PLAN OF COMPLETE LIQUIDATION

MERGING

FIGGIE INTERNATIONAL INC.,

AN OHIO CORPORATION

INTO

FIGGIE INTERNATIONAL HOLDINGS INC.,

A DELAWARE CORPORATION

* * * * * *

AGREEMENT OF MERGER by and between Figgie International Holdings Inc., a Delaware corporation, herein called the surviving corporation, and Figgie International Inc., an Ohio corporation and the wholly-owned subsidiary of the surviving corporation, herein called the merging corporation.

WITNESSETH that:

WHEREAS the parties to this agreement, in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said corporations that the merging corporation merge into the surviving corporation under and pursuant to the terms and conditions hereinafter set forth;

NOW THEREFORE, the corporations, parties to this agreement, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby agree upon and prescribe the terms and conditions of said merger, the mode of carrying them into effect and the manner and basis for cancelling the shares of the merging corporation in exchange for the distribution of the property of the merging corporation to the surviving corporation and the complete liquidation of the merging corporation, as follows:

FIRST: The merging corporation is organized under the laws of the State of Ohio. The surviving corporation is organized under the laws of the State of Delaware.

SECOND: The merging corporation shall be merged into the surviving corporation effective on the Effective Date set forth in paragraph EIGHTH below.

THIRD: The merging corporation has authorized capital stock of 22,133,000 shares (consisting of 123,000 Serial Preference Shares, par value $100 per share, 4,000,000 Preference Shares, one dollar par value, 10,000 6% Convertible Preferred Shares, par value $100 per share, and 18,000,000 Common Shares, par value 10¢ per share), of which 5,600,346 Common Shares, and no shares of any other class, are issued and outstanding. The surviving corporation owns all 5,600,346 of the outstanding Common Shares. All of the issued and outstanding shares of the merging corporation shall be surrendered and cancelled and no shares of the surviving corporation shall be issued in exchange therefor. The outstanding shares of the surviving corporation shall remain outstanding and are not affected by the merger.

FOURTH: The additional terms and conditions of the merger are as follows:

Upon the Effective Date, the surviving corporation shall cause its Restated Certificate of Incorporation to be amended to change its name to "Figgie International Inc.", the merging corporation hereby consenting to such change of name. No other amendment of the certificate of incorporation of the surviving corporation shall be effected by the merger.

Upon the Effective Date, the separate existence of the merging corporation shall cease and all the property, rights, privileges, franchises, patents, trade-marks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed in complete liquidation of the merging corporation (said liquidation to take effect on the Effective Date), and all property, rights, and every other interest of the surviving corporation and the merging corporation, shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merging corporation respectively.

All rights of creditors and all liens upon the property of either of said corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the merging corporation, including but not limited to all obligations of the merging and/or the surviving corporation under or relating to any employee benefit plan or any other benefits established for employees of the merging corporation, shall be assumed by and thenceforth shall attach to the surviving corporation and may be

enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The directors of the surviving corporation on the Effective Date shall continue to be the directors of the surviving corporation until the annual meeting of stockholders at which the term of their respective class expires and until their successors shall have been elected and qualified. The proper officers and directors of the merging corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merging corporation or otherwise to take any and all action prior to, on, or after the Effective Date, including but not limited to the execution and filing anywhere in the world of any instruments, documents, certificates, including the "Merger of Rights" document substantially in the form attached hereto, assignments, assignments of patents, trademarks, copyrights or other property rights, necessary or desirable to carry out the foregoing.

Upon the Effective Date, wherever in any employee benefit plan or other document conferring benefits of any kind in favor of the merging corporation's employees there shall appear any reference to the name of Figgie International Inc., an Ohio corporation, such reference shall be deemed to be a reference to Figgie International Inc., a Delaware corporation, and wherever in any employee benefit plan or other document conferring benefits of any kind in favor of the surviving corporation's employees there shall appear any reference to the name of Figgie International Holdings Inc., a Delaware corporation, such reference shall be deemed to be a reference to Figgie International Inc., a Delaware corporation.

The Bylaws of the surviving corporation shall continue as the Bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

The purposes of the surviving corporation shall be the present purposes of the surviving corporation.

The address of the registered office of the surviving corporation in the State of Delaware is at Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware. The name of its registered agent at such address is The Corporation Trust Company. The address of the principal executive office of the surviving corporation is 1000 Virginia Center Parkway, Richmond, Virginia 23295.

The surviving corporation qualified to do business in the State of Ohio on June 23, 1983. The address of the registered

office of the surviving corporation in the State of Ohio is at 815 Superior Avenue N.E., Cleveland, Ohio 44114. The name of its registered agent at such address is CT Corporation System.

The address of the registered office of the merging corporation in the State of Ohio is at 815 Superior Avenue N.E., Cleveland Ohio 44114. The name of its registered agent at such address is CT Corporation System. The address of the principal executive office of the merging corporation is 4420 Sherwin Road, Willoughby, Ohio 44094.

This agreement of merger shall be governed in all respects by the laws of the State of Delaware (excluding the effect of any principles of conflict of laws which otherwise may be applicable).

FIFTH: The proper officers of the surviving corporation are authorized to cause to be executed and filed with the proper authorities of the State of Ohio and the State of Delaware a certificate of ownership and merger and a resolution incorporating this agreement of merger and such other certificates or documents as may be required to effect the merger under the laws of said states.

SIXTH: This Agreement of Merger was duly approved by the directors of each constitutent corporation and adopted pursuant to Section 1701.80 of the Revised Code of Ohio as the act of the merging corporation and was duly adopted by the act of the surviving corporation pursuant to and in compliance with the applicable provisions of the laws of the State of Delaware in which it is incorporated and this merger is permitted by such laws.

SEVENTH: The surviving corporation hereby consents to it being sued and served with process in the State of Ohio in any proceeding for the enforcement of any obligation of the merging corporation. The surviving corporation hereby irrevocably appoints the Secretary of State of the State of Ohio as its agent to accept service of process in any such proceeding and the address to which the Secretary of State shall mail notice of process is Figgie International Inc., 1000 Virginia Center Parkway, Richmond, Virginia 23295 attn. General Counsel.

EIGHTH: This merger shall be effective on December 31, 1986, which date shall be specified in the certificate of ownership and merger referred to above filed with the Secretary of State of the State of Delaware and in the filing of this Agreement of Merger with the proper authorities of the State of Ohio. December 31, 1986 is herein referred to as the Effective Date of the merger.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by their respective officers thereunto duly authorized by their respective boards of directors and to cause their respective corporate seals to be affixed hereto this 19th day of December, 1986.

[seal]

Figgie International Holdings Inc.,
a Delaware corporation (name to
change to Figgie International Inc.
at Effective Date hereof)

By: _____
L. A. Harthun
Senior Vice President

By: _____
Gary F. Centrich
Assistant Secretary

[seal]

Figgie International Inc.,
an Ohio corporation

By: _____
L. A. Harthun
Senior Vice President

By: _____
Gary F. Centrich
Assistant Secretary

MERGER OF RIGHTS

The undersigned officers of Figgie International Inc. and Figgie International Holdings Inc. agree that:

1. Figgie International Inc., an Ohio Corporation and Figgie International Holdings Inc., a Delaware Corporation have merged with the surviving corporation being Figgie International Holdings Inc. which changed its name at the same time to Figgie International Inc., according to a Certificate of Ownership and Merger with Agreement to Merger attached as Exhibit 1 thereto and filed with the Office of the Secretary of State of Delaware on the thirty-first day of December 1986 at _____ o'clock _.M. (hereinafter called the "Merger Agreement")

2. The Merger Agreement transfers all assets and rights of Figgie International Inc., including but not limited to all patents, trademarks and the goodwill of the business symbolized by the trademarks, and copyrights, wherever located in the world and more particularly identified in Exhibit A attached hereto and incorporated herein from ownership of

Figgie International Inc., (which was an Ohio corporation)
4420 Sherwin Road
Willoughby, Ohio 44094 U.S.A.

to

Figgie International Inc., (which is a Delaware corporation)
1000 Virginia Center Parkway
Richmond, Virginia, 23295 U.S.A.

The undersigned have executed this Merger of Rights on the _____ day of _____, 198_.

Figgie International Inc.
(by change of name from Figgie International Holdings Inc.)

By _____

Title _____

Commonwealth of Virginia) ss:
County of Henrico)
Sworn to and subscribed before me by _____
on _____

_____

Figgie International Inc.

By _____

Title _____

Commonwealth of Virginia) ss:
County of Henrico)
Sworn to and subscribed before me by _____
on _____

_____