

State of Delaware
Office of the Secretary of State

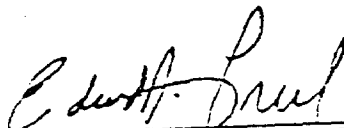
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SUNDSTRAND CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "HSSAIL INC." UNDER THE NAME OF "HAMILTON SUNDSTRAND CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF JUNE, A.D. 1999, AT 9:50 O'CLOCK A.M.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

9980413

DATE:

09-21-99

PATENT
REEL: 011380 FRAME: 0511

CERTIFICATE OF MERGER

of

SUNDSTRAND CORPORATION

with and into

HSSAIL INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, HSSail Inc., a Delaware corporation,

DOES HEREBY CERTIFY:

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

<u>Name</u>	<u>State of Incorporation</u>
Sundstrand Corporation	Delaware
HSSail Inc.	Delaware

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 21, 1999, among United Technologies Corporation, HSSail Inc. and Sundstrand Corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the surviving corporation of the Merger is HSSail Inc., a Delaware corporation, and at the effective time of the Merger, its name shall be changed to "Hamilton Sundstrand Corporation."

FOURTH: That the Certificate of Incorporation of HSSail Inc. shall be the Certificate of Incorporation of the surviving corporation, and shall read in its entirety as the Certificate of Incorporation attached hereto as Exhibit A.

FIFTH: That the executed Merger Agreement is on file at an office of the surviving corporation. The address of this office is c/o United Technologies Corporation, 1 Financial Plaza, Hartford, Connecticut 06101.

SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective at 6:30 p.m. on June 10, 1999.

Dated: June 10, 1999

HSSAIL INC.

BY: 

Name: William H. Trachsel, Esq.

Title: President

EXHIBIT A

CERTIFICATE OF INCORPORATION
OF
HAMILTON SUNDSTRAND CORPORATION

(Originally incorporated on February 18, 1999)

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Hamilton Sundstrand Corporation

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 9 East Loockerman Street in the City of Dover, County of Kent. The name of the Corporation's registered agent at such address is National Registered Agents, Inc.

ARTICLE III

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.

ARTICLE IV

Section 1. The Corporation shall be authorized to issue 1000 shares of capital stock, of which all shares shall be shares of Common Stock, \$.01 par value ("Common Stock"). The Corporation may, but shall not be required to, issue fractions of shares of Common Stock.

Section 2. Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.

ARTICLE V

Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by law, the Board of Directors of the Corporation (the "Board") is expressly authorized and empowered to make, alter and repeal the By-Laws of the Corporation by a majority vote at any regular or special meeting of the Board or by written consent, subject to the power of the stockholders of the Corporation to alter or repeal any By-Laws made by the Board.

ARTICLE VII

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

ARTICLE VIII

Section 1. No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. For purposes of this Article VIII, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, so that any person who is or

was a director of such constituent corporation, or is or was a director of such constituent corporation serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.


Section 2. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by William H. Trachsel, Esq., its President, and Neil A. Hassett, its Vice President and Secretary, this 10th day of June, 1999.

HSSAIL INC.

By: 

Name: William H. Trachsel, Esq.
Title: President

ATTEST: 

Name: Neil A. Hassett
Title: Vice President and Secretary