

02-08-2001



FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

1-30-01

101609169

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): International Comfort Products Corporation (Canada)

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other New Brunswick, Canada Corporation

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: UTC Canada Corporation

Internal Address: c/o C. Paul W. Smith, 44 Chipman Hill, 10th Floor, P.O. Box 7289, Stn. "A", Saint John, N.B. E2L 4S6 Canada

Street Address: _____
City _____ State _____ ZIP _____

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Amalgamation

Execution Date: December 11, 2000

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other New Brunswick, Canada Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No(s)
75/301,748

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
1,917,814 1,917,815

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anthony Niewyk

Internal Address: Baker & Daniels
Suite 800

Street Address: 111 E. Wayne Street

City Fort Wayne
State Indiana
ZIP 46802

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):.....\$ 90.00

Enclosed (Check # 050633)
 Authorized to be charged to deposit account (any additional fees)

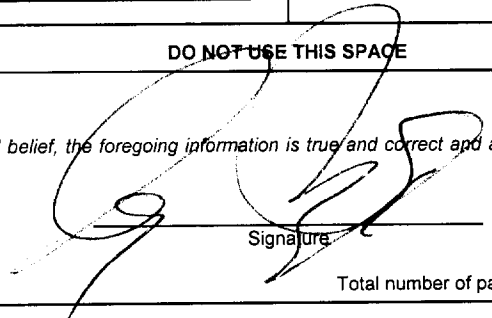
8. Deposit account number:
02-0385 Baker & Daniels (any additional fees)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anthony Niewyk  January 26, 2001
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 24

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011), Washington, D.C. 20503

TRADEMARK
REEL: 002232 FRAME: 0142

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of)	
UTC Canada Corporation (formerly owned by International))	
Comfort Products Corporation (Canada))	Classes: 11
Serial No. 75/301,748)	
Filed: June 2, 1997)	
Mark: INTERNATIONAL COMFORT PRODUCTS)	

Box: Assignments
Director - U.S. Patent and Trademark Office
Washington, D.C. 20231

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Baker & Daniels, whose postal address is 111 East Wayne Street, Fort Wayne, Indiana 46802, is hereby designated applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

POWER OF ATTORNEY

UTC Canada Corporation, the owner of the above-identified United States Trademark Application, by Articles of Amalgamation (Section 124), hereby revokes all prior Powers of Atomecy and appoints John F. Hoffman, Anthony Niewyk, Jeffrey O. Davidson, Michael D. Smith, Thomas A. Adams, Adam F. Cox, Michael S. Gzybowski, Steven M. Hanley, and Michael D. Schwartz, of Baker & Daniels, 111 East Wayne Street, Suite 800, Fort Wayne, Indiana 46802, our attorneys to prosecute this registration and transact all business in the Patent and Trademark Office connected therewith.

All communications are to be directed to:

Anthony Niewyk
Baker & Daniels
111 East Wayne Street, Suite 800
Fort Wayne, Indiana 46802

Telephone: 219-424-8000
Facsimile: 219-460-1700

Date: JANUARY 24, 2001

By: 514508
Herman V. Kling
Senior Vice President of Sales &
Marketing

New Brunswick
Nouveau Brunswick

CANADA
PROVINCE OF NEW BRUNSWICK
BUSINESS CORPORATIONS ACT
CERTIFICATE OF AMALGAMATION
(SECTION 124)

CANADA
PROVINCE DU NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS COMMERCIALES
CERTIFICAT DE FUSION
(ARTICLE 124)

UTC CANADA CORPORATION

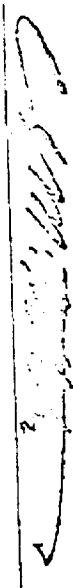
Name of Corporation / Raison sociale de la corporation

513598

Corporation Number / Numéro de la corporation

I HEREBY CERTIFY that the above-mentioned corporation resulted from the amalgamation of the following
JE CERTIFIE que la corporation mentionnée ci-dessus provient de la fusion des corporations suivantes, en vertu de la
corporations under the Business Corporations Act, as set out in the attached Articles of Amalgamation.
Loi sur les corporations commerciales, de la façon indiquée dans les statuts de fusion ci-joints.

Director
Directeur



Date of Amalgamation January 1, 2001
Date de fusion

FORM 6

ARTICLES OF AMALGAMATION
 (SECTION 124)

STATUTS DE FUSION
 (ARTICLE 124)

1-Name of Corporation Raison sociale de la corporation
 UTC CANADA CORPORATION

2-The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value. Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair.
 See Schedule "A" attached hereto

3-Restrictions if any on share transfers Restrictions, s'il y en a, au transfert d'actions
 No shares shall be transferred without the consent of the directors or shareholders of the corporation expressed by a resolution passed at a meeting of the board of directors or shareholders or by an instrument or instruments in writing signed by all such directors or shareholders.

4-Number (or minimum and maximum number) of directors Nombre (ou nombre minimum et maximum) d'administrateurs
 A minimum of one (1) and a maximum of ten (10) as determined by resolution of the board of directors.

5-Restrictions, if any, on business the corporation may carry on Restrictions, s'il y en a, à l'activité que peut exercer la corporation
 None

6-Other provisions, if any Autres dispositions, s'il y en a.
 See Schedule "B" Attached Hereto

7-
 A The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the BUSINESS CORPORATIONS ACT.
 B The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 123 of the BUSINESS CORPORATIONS ACT. These Articles of Amalgamation are the same as the Articles of Incorporation of (name the designated amalgamating corporation).

A La fusion a été approuvée par les résolutions spéciales des actionnaires de de chacune des corporations fusionnantes mentionnées à l'article 9 cidessous, conformément à l'article 122 de la LOI SUR LES CORPORATIONS COMMERCIALES.
 B La fusion a été approuvée par une résolutions des administrateurs de chacune des corporations fusionnantes mentionnées à l'article 9 cidessus, conformément à l'article 123 de la LOI SUR LES CORPORATIONS COMMERCIALES. Ces statuts de fusion sont les mêmes que les statuts constitutifs de (raison sociale de la corporation fusionnante désignée)

8-Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation. 8-Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion.
 International Comfort Products Corporation (Canada) Corporation des Produits de Confort Internationale (Canada)

9-Name of Amalgamating Corporations Raison Sociale des corporations fusionnantes	Corporation No. N° de corporation	Signature	Date	Description of Office Fonction
Carrier Canada Limited	513594		11/12/00	Assist. Treasurer.
International Comfort Products Corporation (Canada) Corporation des Produits de Confort Internationale (Canada)	510963		11/12/00	TREASURER
CARRIER HOLDINGS NS LIMITED	513596		11/12/00	Assistent. Treasurer.
Racan Carrier Limited/Racan Carrier Limitee	513597		11/12/00	Assistent Secretary
Werner's Wholesale Group Inc.	513595		11/12/00	Assistene - Treasurer.

FOR DEPARTMENT USE ONLY

RESERVE A L'USAGE DU MINISTERE

Corporation No. - Corporation No.

513598

Filed-Depose

FILED/DEPOSE JAN 01 2001

UTC CANADA CORPORATION

(herein referred to as the "Corporation")

**THIS IS SCHEDULE "A" TO THE FOREGOING FORM 6
UNDER THE BUSINESS CORPORATIONS ACT**

The Corporation is authorized to issue 1,000 Class A Preference shares without par value (the "Class A Preference Shares") and an unlimited number of common shares without par value (the "Common Shares").

The Class A Preference Shares and the Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

Class A Preference Shares:**(a) Definitions**

In these share conditions, the following words and phrases shall have the following meanings:

- (i) "redemption amount" of each Class A Preference Share means the sum of \$1.00;
- (ii) "redemption price" of each Class A Preference Share means the redemption amount plus an amount equal to all dividends which have at the relevant time been declared or accrued thereon but which have not then been paid (if any); and
- (iii) "Act" means the *New Brunswick Business Corporations Act*.

(b) Voting Rights

Subject to the Act, the holders of the Class A Preference Shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting, but shall be entitled to receive notice of and to attend, but not to vote at, any meeting of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business.

(c) Dividends

- 2 -

Subject to the Act, the holders of the Class A Preference Shares shall in each financial year of the Corporation in the discretion of the directors, but always in preference and priority to any payment of dividends on the Common Shares for such year, be entitled to non-cumulative dividends at a rate as determined by the directors, payable in one or more instalments. In any financial year, after providing for the full dividend on the Class A Preference Shares, the directors may, in their discretion, declare dividends on the Common Shares in such amounts as they may determine. The holders of the Class A Preference Shares shall not be entitled to any dividends other than as provided for herein.

(d) Redemption at Option of Corporation

Subject to the Act, the Corporation may redeem the whole or any part of the issued Class A Preference Shares on payment for each share to be redeemed of the redemption price. Unless all the holders of the Class A Preference Shares to be redeemed shall have waived notice of such redemption, the Corporation shall give not less than 30 days' notice in writing of such redemption, specifying the date and place of redemption. If such notice is given or waived, and the redemption price is paid to such holders, or is deposited with any chartered bank or trust company in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the shares to be redeemed shall cease after the date fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except to receive payment of the redemption price.

(e) Redemption at Option of Holder

- (i) General - Subject to the Act, a holder of any Class A Preference Shares shall be entitled to require the Corporation to redeem the whole or any part of the Class A Preference Shares registered in the name of such holder on the books of the Corporation.
- (ii) Notice - A holder of such shares to be redeemed shall tender to the Corporation at its registered office a request in writing specifying (i) that such holder desires to have the whole or any part of the Class A Preference Shares registered in his name redeemed by the Corporation and (ii) the business day, which shall be not less than 30 days after the day on which the request in writing is given to the Corporation, on which the holder desires to have the Corporation redeem such shares (the "redemption date"), together with the share certificates, if any, representing the Class A Preference Shares which the registered holder desires to have the Corporation redeem.
- (iii) Redemption Procedure - Upon receipt of such request and share certificates, the Corporation shall, on the redemption date, redeem such shares by paying to such registered holder an amount equal to the redemption price. Such payment shall be made by cheque payable at any branch in Canada of one of

- 3 -

the Corporation's bankers for the time being. If a part only of the Class A Preference Shares represented by any certificates are redeemed, a new certificate for the balance shall be issued by the Corporation.

- (iv) Cessation of Rights - The Class A Preference Shares shall be redeemed on the redemption date and thereafter such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof, unless payment of the redemption price is not made on the redemption date, in which case the rights of the holders of such shares shall remain unaffected.
- (v) Distribution Rights - In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Preference Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Common Shares, an amount equal to the redemption price of such shares and no more.

Common Shares:

(a) The holders of the Common Shares shall be entitled, among other things, to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote, and each Common Share shall entitle the holder thereof to one (1) vote at such meetings.

(b) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the Common Shares shall be entitled to receive, as and when declared by the directors, out of monies properly applicable to the payment of dividends, dividends or the Common Shares at any time outstanding when the directors may determine to declare.

(c) Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, the holders of the common shares shall be entitled to receive the remaining property of the Corporation upon dissolution.

FILED (REVERSE) JAN 01 2001

UTC CANADA CORPORATION
(hereinafter referred to as the "Corporation")

**THIS IS SCHEDULE "B" TO THE FOREGOING FORM 6 UNDER THE
NEW BRUNSWICK BUSINESS CORPORATIONS ACT**

1. **PLACE OF SHAREHOLDER MEETINGS**

Notwithstanding subsections (1) and (2) of Section 84 of the *Business Corporations Act*, as from time to time in force, meetings of shareholders of the Corporation may be held at any place outside New Brunswick.

2. **NOTICE OF SHAREHOLDER MEETINGS**

Notwithstanding subsection (1) of Section 87 of the *Business Corporations Act*, as from time to time in force, notice of time and place of a meeting of shareholders of the Corporation shall be deemed to be properly given if sent not less than three (3) days nor more than fifty (50) days before such meeting:

- (a) to each shareholder entitled to vote at the meeting;
- (b) to each director; and
- (c) to the auditor, if any.

3. **PRE-EMPTIVE RIGHTS**

(A) Notwithstanding subsection (2) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of equity shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its equity shares of any class of any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall not as such, even if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

(B) Notwithstanding subsection (3) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of voting shares

- 2 -

of any class, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

4. **PRIVATE CORPORATION RESTRICTIONS**

- (A) The number of shareholders, exclusive of persons who are in the employment of the Corporation and are shareholders of the Corporation and persons who, having been formerly in the employment of the Corporation, have continued to be shareholders of the Corporation after termination of that employment, is limited to not more than Fifty (50) persons, two or more persons who are joint registered holders of one or more shares being counted as one shareholder.
- (B) Any invitation to the public to subscribe for any shares, debentures or other securities of the Corporation shall be prohibited.

5. **FINANCIAL ASSISTANCE**

The Corporation may, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise:

- (a) to any shareholder, director, officer or employee of the Corporation or of an affiliated corporation, or
- (b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation;

whether or not:

- (c) the Corporation is, or after giving the financial assistance would be, unable to pay its liabilities as they become due; or
- (d) the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan or in the form of assets pledged or encumbered to secure a guarantee, after giving the financial assistance, would

- 3 -

be less than the aggregate of the Corporation's liabilities and stated capital of all classes.

FILED/DEPOSE JAN 0 1 2001

STATUTORY DECLARATION

IN THE MATTER OF the Business Corporations Act (New Brunswick) and the articles of amalgamation of CARRIER CANADA LIMITED, CARRIER HOLDINGS NS LIMITED, INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA) CORPORATION DES PRODUITS DE CONFORT INTERNATIONALE (CANADA), RACAN CARRIER LIMITED/RACAN CARRIER LIMITEE and WERNER'S WHOLESALE GROUP INC.

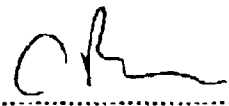
I, Christopher Witzky, of the City of Hartford, in the State of Connecticut, do solemnly declare that:

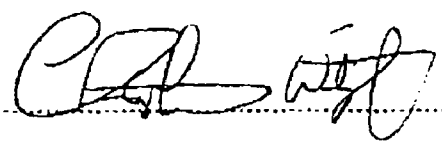
1. I am an officer of Carrier Canada Limited, one of the amalgamating corporations (hereinafter called the "Corporation") and as such have a personal knowledge of the matters herein declared to and make this declaration as an officer of the Corporation.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.

- 4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

DECLARED before me at the City of)
 Montreal, in the Province of Quebec)
 this 11th day of December, 2000.)


 -----)
 Commissioner of Oaths)


 -----)

FILED/DEPOSE JAN 0 1 2001

STATUTORY DECLARATION

IN THE MATTER OF the Business Corporations Act (New Brunswick) and the articles of amalgamation of CARRIER CANADA LIMITED, CARRIER HOLDINGS NS LIMITED, INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA) CORPORATION DES PRODUITS DE CONFORT INTERNATIONALE (CANADA), RACAN CARRIER LIMITED/RACAN CARRIER LIMITEE and WERNER'S WHOLESALE GROUP INC.


I, Christopher Witzky, of the City of Hartford, in the State of Connecticut, do solemnly declare that:

1. I am an officer of International Comfort Products Corporation (Canada) Corporation des Produits de Confort Internationale (Canada), one of the amalgamating corporations (hereinafter called the "Corporation") and as such have a personal knowledge of the matters herein declared to and make this declaration as an officer of the Corporation.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.

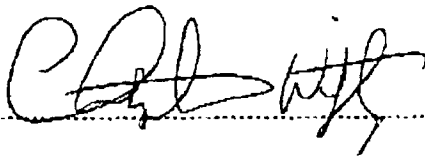
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DECLARED before me at the City of)
 Montreal, in the Province of Quebec)
 this 11th day of December, 2000.)



 Commissioner of Oaths)



STATUTORY DECLARATION

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I, Christopher Witzky, of the City of Hartford, in the State of Connecticut, do solemnly declare that:

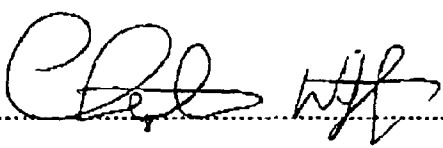
1. I am an officer of CARRIER HOLDINGS NS LIMITED, of the amalgamating corporations (hereinafter called the "Corporation") and as such have a personal knowledge of the matters herein declared to and make this declaration as an officer of the Corporation.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.

- 4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

DECLARED before me at the City of
 Montreal, in the Province of Quebec)
 this 11th day of December, 2000.)


 Commissioner of Oaths)


 _____)

STATUTORY DECLARATION

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I, Christopher Witzky, of the City of Hartford, in the State of Connecticut, do solemnly declare that:

1. I am an officer of Racan Carrier Limited/Racan Carrier Limitee, one of the amalgamating corporations (hereinafter called the "Corporation") and as such have a personal knowledge of the matters herein declared to and make this declaration as an officer of the Corporation.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.

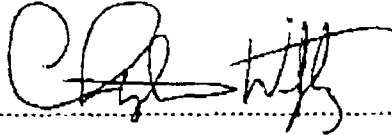
- 4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

DECLARED before me at the City of)
 Montreal, in the Province of Quebec)
 this 11th day of December, 2000.)



 Commissioner of Oaths)



FILED/DEPOSE JAN 0 1 2001

STATUTORY DECLARATION

IN THE MATTER OF the Business Corporations Act (New Brunswick) and the articles of amalgamation of CARRIER CANADA LIMITED, CARRIER HOLDINGS NS LIMITED, INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA) CORPORATION DES PRODUITS DE CONFORT INTERNATIONALE (CANADA), RACAN CARRIER LIMITED/RACAN CARRIER LIMITEE and WERNER'S WHOLESALE GROUP INC.


I, Christopher Witzky, of the City of Hartford, in the State of Connecticut, do solemnly declare that:

1. I am an officer of Werner's Wholesale Group Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such have a personal knowledge of the matters herein declared to and make this declaration as an officer of the Corporation.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.

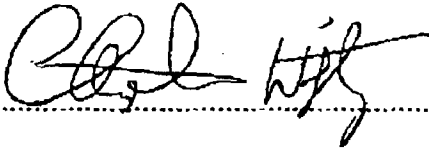
- 4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

DECLARED before me at the City of
 Montreal, in the Province of Quebec)
 this 11th day of December, 2000.)



 Commissioner of Oaths)



FILED/DEPOSE JAN 0 1 2001

FORM 2
 NOTICE OF REGISTERED OFFICE
 NOTICE OF CHANGE OF REGISTERED OFFICE
 (SECTION 17)

1-Name of Corporation/Raison sociale de la corporation
 UTC Canada Corporation

2-Corporation No./N^o. de corporation

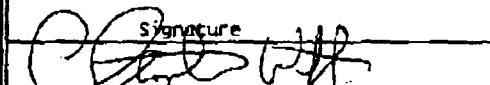
513598

3-Place and address of the registered office / Lieu et adresse du bureau enregistré

c/o C. Paul W. Smith
 44 Chipman Hill, 10th Floor
 P.O. Box 7289, Stn. "A"
 Saint John, N.B. E2L 4S6

4-Effective date of change Date d'entrée en vigueur du changement
 N/A

5-Previous place and address of the registered office Derniers lieu et adresse du bureau enregistré
 N/A

Date	Signature	Description of Office - Fonction
11/14/00		Treasurer

BUSINESS CORPORATIONS ACT

LOI SUR LES CORPORATIONS COMMERCIALES

FORM 4
 NOTICE OF DIRECTORS OR NOTICE OF CHANGE OF DIRECTORS
 (SECTION 64, 71)

FORMULE 4
 LISTE DES ADMINISTRATEURS OU AVIS DE CHANGEMENT D'ADMINISTRATEURS
 (ARTICLE 64, 71)

1-Name of Corporation - Raison sociale de la corporation
 UTC Canada Corporation

2-The following persons became directors of this corporation
 Liste des personnes devenues administrateurs de la corporation
 Effective Date Upon Amalgamation Date d'entrée en vigueur

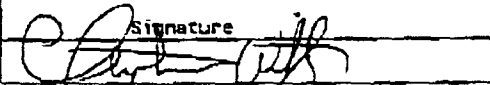
Name/Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
	See Schedule "A"		

3-The following persons ceased to be directors of the corporation
 Liste des personnes qui ont cessé d'être administrateurs de la corporation
 Effective Date / Date d'entrée en vigueur

Name/Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification
N/A	N/A

4-The directors of the corporation now are Administrateurs actuels de la corporation

Name / Nom	Residential Address or address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
	See Schedule "A"		

Date	Signature	Description of Office / Fonction
11/12/00		Treasurer

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Forms 2 and 4/Formules 2 et 4
 Filed/Déposé FILED/DEPOSE JAN 01 2001

NOTE: TO BE USED FOR NEW INCORPORATIONS ONLY

REM: A N'UTILISER QUE POUR UNE NOUVELLE CONSTITUTION

UTC CANADA CORPORATION
(hereinafter referred to as the "Corporation")

**THIS IS SCHEDULE "A" TO THE FOREGOING FORM 4 UNDER THE
NEW BRUNSWICK BUSINESS CORPORATIONS ACT**

Name	Address	Occupation
Robert E. Galli	One Carrier Place Farmington, Connecticut USA 06034	Executive
George M. Minnich	One Carrier Place Farmington, Connecticut USA 06034	Executive
Christopher J. Brogan	One Carrier Place Farmington, Connecticut USA 06034	Executive