

State of Delaware  
Office of the Secretary of State

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PLAINTIFF'S EXHIBIT

NAR-232

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "ALLIEDSIGNAL INC.", CHANGING ITS NAME FROM "ALLIEDSIGNAL INC." TO "HONEYWELL INTERNATIONAL INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 1999, AT 4 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1106522

010206423

DATE: 04-30-01

CERTIFICATE OF OWNERSHIP AND  
MERGER OF  
HONEYWELL INTERNATIONAL INC.  
WITH AND INTO  
ALLIEDSIGNAL INC.

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), AlliedSignal Inc., a Delaware corporation (the "Company"), and Honeywell International Inc., a Delaware corporation (the "Name Change Subsidiary"), hereby certify the following with respect to a merger (the "Name Change Merger") of the Name Change Subsidiary with and into the Company:

FIRST: The Company is the record and beneficial owner of all of the outstanding shares of capital stock of the Name Change Subsidiary.

SECOND: In accordance with Section 253 of the DGCL, on June 4, 1999 the Board of Directors of the Company adopted a resolution authorizing a subsidiary of the Company to be merged with and into the Company. A copy of the Resolution (the "Resolution") is attached as Exhibit A hereto.

THIRD: Pursuant to Section 253 and the Resolution, the Name Change Subsidiary is hereby merged with and into the Company with the Company being the surviving corporation in the Name Change Merger.

FOURTH: Pursuant to the Name Change Merger, the corporate name of the Company shall be changed to:

"Honeywell International Inc."

FIFTH: This Certificate of Ownership and Merger shall be effective upon the filing thereof with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed by its duly elected officer this 1st day of December, 1999.

ALLIEDSIGNAL INC.

By: *Peter M. Kreindler*  
Name: Peter M. Kreindler  
Title: Senior Vice President,  
General Counsel & Secretary

Extract From Resolutions

Adopted by the Board of Directors of

AlliedSignal Inc.

June 4, 1999

After discussion, on motion duly made and seconded, the following resolutions were unanimously adopted:

WHEREAS, AlliedSignal Inc. (the "Company") proposes to enter into a business combination with Honeywell Inc., a Delaware corporation ("Honeywell"), pursuant to which a newly formed, wholly owned Delaware corporate subsidiary of the Company ("Merger Subsidiary") would be merged (the "Merger") with and into Honeywell and, among other things, each share of Honeywell's common stock, par value \$1.50 per share ("Honeywell Common Stock"), issued and outstanding at the effective time of the Merger (other than shares of Honeywell Common Stock held in treasury by Honeywell or held by the Company or any of the Company's or Honeywell's subsidiaries) would be converted into the right to receive 1.875 shares of the Company's common stock, par value \$1.00 per share ("Company Common Stock") (the "Exchange Ratio"), subject to the terms and conditions set forth in the Agreement and Plan of Merger proposed to be entered into by and among the Company, Merger Subsidiary and Honeywell (the "Merger Agreement");

. . .

WHEREAS, in connection with the Merger, the Company proposes to change its corporate name to "Honeywell International Inc." at the effective time of the Merger, by causing a newly formed, wholly owned Delaware corporate subsidiary of the Company ("Name Change Subsidiary") to be merged with and into the Company pursuant to a merger (the "Name Change Merger") the terms of which provide for such change to the Company's name (the "Name Change").

. . .

RESOLVED, that the Board of Directors has determined that the Name Change, the Name Change Merger and the transactions related thereto are advisable and in the best interests of the Company;

RESOLVED, that each of the Authorized Officers or their designees is hereby authorized and empowered, for and on behalf of the Company, to prepare and execute an agreement and plan of merger with respect to the Name Change Merger containing such terms and conditions as the Authorized Officers or their designees deem appropriate, and that the Board of Directors hereby declares such agreement to be advisable;

RESOLVED, that pursuant to the Merger Agreement and Section 253 of the DGCL, immediately prior to or as of the effective time of the Merger, the Company shall cause the Name Change Subsidiary to merge with and into the Company, with the Company being the surviving corporation (the "Surviving Corporation");

RESOLVED, that each of the Authorized Officers or their designees is hereby authorized and empowered, for and on behalf of the Company, to prepare, execute and file a Certificate of Ownership and Merger pursuant to Section 253 of the DGCL with the Secretary of State of the State of Delaware and to do all acts and things necessary or proper to effect such Name Change;

RESOLVED, that as of the effective date of the Name Change, the Certificate in effect immediately prior to such date, shall be revised to reflect the Name Change and such certificate shall be the Certificate of Incorporation of the Surviving Corporation;

RESOLVED, that each of the Authorized Officers or their designees is hereby authorized and empowered, for and on behalf of the Company, to take all such other actions (i) seeking all requisite consents and approvals, if any, and taking such actions, if any, as are necessary or advisable to comply with the requirements of federal, state, and foreign laws or regulations, (ii) retaining such advisors, consultants and agents (including, but not limited to, stock transfer agents) as any of said officers, may deem necessary or advisable, and (iii) executing and delivering all agreements, undertakings, obligations, financing arrangements, instruments and other documents and taking such action as such officers, or any of them, consider necessary or advisable, in each case in order to effectuate the foregoing resolutions and to carry out the intent and purposes thereof or otherwise to effectuate any of the transactions contemplated by the foregoing resolutions; and

RESOLVED, that any and all actions heretofore taken by any officer of the Company in connection with the Merger Agreements, Related Documents and the transactions contemplated thereby are hereby ratified and approved.

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

THE SIGNAL COMPANIES, INC.

INTO

ALLIED-SIGNAL INC.

FILED...

SEP 28 1987

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*Charles H. Hinkle*  
SECRETARY OF STATE

ALLIED-SIGNAL INC., a corporation organized under the laws of the State of Delaware, hereby certifies as follows:

FIRST: This corporation was incorporated on May 13, 1985 under the name East/West Newco Corporation.

SECOND: This corporation owns all of the outstanding shares of stock of The Signal Companies, Inc., incorporated in the State of Delaware on June 25, 1928.

THIRD: This corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on September 25, 1987, determined to merge into itself The Signal Companies, Inc.:

RESOLVED: That the Corporation merge into itself and assume all the liabilities and obligations of The Signal Companies, Inc., a Delaware corporation; Allied Corporation, a New York corporation; and The Garrett Corporation, a California corporation.

RESOLVED: That the merger of The Signal Companies, Inc. into the Corporation shall be effective on September 30, 1987, at 12:01 a.m. EDT; that the merger of Allied Corporation into the Corporation shall be effective on September 30, 1987, at 4:00 p.m. EDT; and that the merger of The Garrett Corporation into the Corporation shall be effective on September 30, 1987, at 8:00 p.m. EDT.

RESOLVED: That in connection with the mergers into the Corporation of The Signal Companies, Inc., Allied Corporation and The Garrett Corporation (collectively, "the Mergers"), the proper officers of the Corporation are authorized to make, execute and file with the Secretary of State of Delaware certificates of ownership and merger in conformity with Delaware law, to cause certified copies thereof to be recorded in the office of the Recorder of Deeds of New Castle County, and to do all other acts and things whatsoever which may in anywise be necessary or proper to effect the Mergers.

FOURTH: This certificate shall become effective on September 30, 1987, at 12:01 a.m. EDT.

IN WITNESS WHEREOF, Allied-Signal Inc. has caused this certificate to be executed this 25th day of September, 1987.

ALLIED-SIGNAL INC.

By: Brian D. Forrow  
Brian D. Forrow  
Senior Vice President,  
General Counsel and  
Secretary

[Corporate Seal]

Andrew B. Samet  
Andrew B. Samet  
Assistant Secretary

Certificate of Ownership of the "ALLIED-SIGNAL INC.", a corporation organized and existing under the laws of the State of Delaware, merging "THE SIGNAL COMPANIES, INC.", a corporation organized and existing under the laws of the State of Delaware, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the twenty-eighth day of September, A.D. 1987, at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.