



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
06/26/2003	200317603742	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

LOGEE, HOSTETLER, STUTZMAN & LEHMAN
2171-B EAGLE PASS
WOOSTER, OH 44691

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell**1396470**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

WOOSTER POWER EQUIPMENT, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200317603742

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 25th day of June, A.D.
2003.

J. Kenneth Blackwell
Ohio Secretary of State

ARTICLES OF INCORPORATION
OF
WOOSTER POWER EQUIPMENT, INC.

2003 JUN 25 PM 2: 2

The undersigned, desiring to form a corporation for profit under Section 1701.01 et seq. of the Ohio Revised Code, does hereby certify:

ARTICLE I
NAME

The name of the corporation shall be Wooster Power Equipment, Inc.

ARTICLE II
PRINCIPAL OFFICE

The place in the State of Ohio where the corporation's principal office is to be located is 5632 Cleveland Road, Wooster, Wayne County, Ohio 44691.

ARTICLE III
PURPOSE

The purpose for which the corporation is formed shall be to engage in any lawful act, activity or business not contrary to and for which a corporation may be formed under the laws of the State of Ohio, and to have and exercise all powers, rights and privileges conferred by the laws of Ohio on corporations, including, but not limited to, buying, leasing or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wheresoever situated, and buying and selling stocks, bonds, or any other security of any issuer as the corporation by action of its Board of Directors may, at any time and from time to time, deem advisable.

ARTICLE IV
NUMBER OF SHARE

The maximum number of shares that the corporation is authorized to have outstanding is one thousand five hundred (1,500) shares, all of which shall be common shares without par value.

ARTICLE V
REDEMPTION

The corporation through its Board of Directors shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders and it shall have the right to hold or reissue said shares from time to time as the Board of Directors shall determine.

ARTICLE VI
DISQUALIFICATION OF DIRECTOR OR OFFICER

No person shall be disqualified from being a director or officer of the corporation because he or she is or may be a party to any contract or other transaction to which the corporation is or may be a party; nor shall a director or officer of the corporation be disqualified by virtue of such office from entering into any contract or other transaction to which the corporation is or may be a party. No contract or other transaction to which the corporation is or may be a party shall be void or voidable for reason that any director or officer is a party thereto, or otherwise has any direct or indirect interest in such contract or transaction or in any other party thereto, or for reason that any interested director or officer authorizes or participates in the authorization of such contract or transaction if (a) the material facts as to such interest are disclosed or are otherwise known to the Board of Directors at the time the contract or transaction is authorized and at least a majority of the disinterested directors vote for or otherwise take action authorizing such contract or transaction, even though such disinterested directors are less than a quorum or (b) if the contract or transaction (i) is not less favorable to the corporation than an arms-length contract or transaction in which no director or officer has any interest or (ii) is otherwise fair to the corporation as of the time it is authorized. Any interested director may be counted in determining the presence of a quorum at any meeting of the Board of Directors which authorizes the contract or transaction.

IN WITNESS WHEREOF, we have hereunto signed our names this 24th day of June, 2003.



Roger A. McGinnis, Incorporator



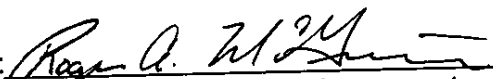
Brian L. Vincent, Incorporator

WOOSTER POWER EQUIPMENT, INC.**Appointment of Statutory Agent**

The undersigned, Wooster Power Equipment, Inc., an Ohio corporation for profit, with its principal office in Wooster, Wayne County, Ohio, hereby appoints Roger A. McGinnis, a natural person resident in the county in which the undersigned has its principal office, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 5632 Cleveland Road, Wooster, Wayne County, Ohio 44691.

Dated this 24th day of June, 2003 at Wooster, Ohio.

WOOSTER POWER EQUIPMENT, INC.

By: 
Roger A. McGinnis, Incorporator

By: 
Brian L. Vincent, Incorporator

To WOOSTER POWER EQUIPMENT, INC.:

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute to be served upon for above corporation.


Roger A. McGinnis