DOC ID ----> 4139_0499

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
6/09/94

04139-0499

CHARTER NUMBER: FE865614
ROLL AND FRAME: 4139-0499

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
UNIONTOOLS, INC. FORMERLY UNION TOOLS, INC.	940524219O1	FAM	10.00
		CHN	NO FEE

101337

RETURN TO: CSC-LAWYERS INCORPORATING SERVICE
ATTN: K COURTNEY
85 E GAY ST, STE 306
COLUMBUS OH 43215

0622

DOC ID ----> 4139_0499

The State of Ohio

Bob Taft

Secretary of State

FL5656

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: FAM CHN

of:

UNIONTOOLS, INC. FORMERLY UNION TOOLS, INC.

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

Recorded on Roll 4139 at Frame 0501 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 24TH day of MAY ,

A.D. 19 94 .

Bob Taft

Bob Taft
Secretary of State

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0439-1991

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APPROVED

PAGE 1/2

5/24/94

10:00

9405242190

State of Delaware

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "UNIONTOOLS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF DECEMBER, A.D. [illegible] AT 2:0 O'CLOCK P.M.

CERTIFICATE OF [illegible], FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1993, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "UNION TOOL SALES, INC." TO "UNIONTOOLS, INC.", FILED THE TWENTY-FIRST DAY OF MARCH, A.D. 1994, AT 9:00 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE

RECEIVED
MAY 24 1994
BOB TAFT

William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

DATE: 7126517

05-20-94

2364543 8310

944090802

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Encountered an error when handling image: 4139_0499-01-0004

To have this corrected, please call the Ohio Secretary of State's office at
(877) SOS-FILE(767 - 3453)

[ ] UNIFORM COMMERCIAL CODE FILINGS

[X] CORPORATIONS NEW FILINGS

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

CSC-LAWYERS INCORPORATING SERVICE

NAME OF YOUR FIRM OR COMPANY

[ ] - Tracy Herb
[X] - Kelly Courtney

04139-0503

ATTENTION

85 E. Gay St., Ste. 706, Colmubus, OH 43215

STREET, CITY, STATE, ZIP CODE

224-8882

TELEPHONE NUMBER

RECEIVED
MAR 24 1994

UCC ONLY

[ ] MAIL [ ] PICK-UP [ ] DRAFT

IF NOT CHECKED, IT WILL BE MAILED

CORRESPONDENCE