

F01000000777

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

2/4

SUBJECT: UnionTools, Inc.  
(Name of corporation - must include suffix)

MJH

Dear Sir or Madam: 00855-00734-00671

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

01 FEB -6 AM 10: 51  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

John Jacob  
(Name of Person)  
UnionTools, Inc.  
(Firm/Company)  
390 West Nationwide Boulevard P.O. Box 1930  
(Address)  
Columbus, OH 43215 Columbus, OH 43216-1930  
(City/State and Zip code)

W-29945  
800003505288-7  
-12/19/00--01023--008  
\*\*\*\*70.00 \*\*\*\*70.00

For further information concerning this matter, please call:

Carole Johnson at ( 614 ) 222-4400  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

800003505288-7  
-02/08/01--01013--012  
\*\*\*8215.00 \*\*\*8215.00

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 22, 2000

JOHN JACOB  
UNIONTOOLS, INC.  
390 WEST NATIONWIDE BOULEVARD  
COLUMBUS, OH 43215

SUBJECT: UNIONTOOLS, INC.  
Ref. Number: W00000029945

We have received your document for UNIONTOOLS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$8,215.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 100A00064175

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. UnionTools, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 22-3269898
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/30/93 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 12/30/93
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 390 West Nationwide Boulevard Columbus, OH 43215
(Principal office address)
P.O. Box 1930 Columbus, OH 43216-1930
(Current mailing address)

8. Distribution of non-powered lawn and garden tools
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32303-6675
(City) (Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB -6 AM 10:51

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Georgiana McGee Asst. V.P.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Director

~~Chairman~~: A. Corydon Meyer

Address: 390 West Nationwide Boulevard, Columbus OH 43215

Director

~~Vice Chairman~~: John G. Jacob

Address: 390 West Nationwide Boulevard, Columbus OH 43215

Director: Gary Zimmerman

Address: 390 West Nationwide Boulevard, Columbus OH 43215

Officer:

~~Director~~: Carol LaScala (Vice President of Human Resources)

Address: 390 West Nationwide Boulevard, Columbus OH 43215

B. OFFICERS

President: A. Corydon Meyer (President and Chief Executive Officer)

Address: 390 West Nationwide Boulevard, Columbus OH 43215

Vice President: Gary Zimmerman (Senior Vice President of Operations)

Address: 390 West Nationwide Boulevard, Columbus OH 43215

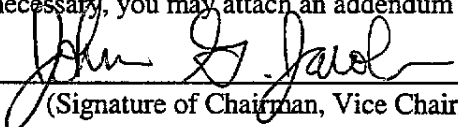
Secretary: John G. Jacob (Vice President, Chief Financial Officer)

Address: 390 West Nationwide Boulevard, Columbus OH 43215

Treasurer: John G. Jacob

Address: 390 West Nationwide Boulevard, Columbus, OH 43215

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)


14. John G. Jacob Vice President and Chief Financial Officer  
(Typed or printed name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIONTOOLS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF DECEMBER, A.D. 2000.



  
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*Edward J. Freel, Secretary of State*

2364543 8300

AUTHENTICATION: 0844820

001606560

DATE: 12-11-00