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ACCOUNT NO. : 072100000032

REFERENCE : 497528 4327206

AUTHORIZATION : Patricia Pzyt

COST LIMIT : \$ 78.75

ORDER DATE : December 20, 2001

ORDER TIME : 1:05 PM

ORDER NO. : 497528-025

CUSTOMER NO: 4327206

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CUSTOMER: Denise Skingle, Esq
Jones Day Reavis & Pogue
41 South High Street
1900 Huntington Center
Columbus, OH 43215

FOREIGN FILINGS

NAME: ARGO-TECH CORPORATION (OEM)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

RECEIVED
01 DEC 26 AM 8:34
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Argo-Tech Corporation (OEM)
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

Robert Horvath
(Name of Person)

Argo-Tech Corporation
(Firm/Company)

23555 Euclid Avenue
(Address)

Cleveland, Ohio 44117
(City/State and Zip code)

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For further information concerning this matter, please call:

Robert Horvath at (216) 692-5218
(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:

- \$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

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. Argo-Tech Corporation (OEM)
(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 (State or country under the law of which it is incorporated)
3. 31-1521120 (FEI number, if applicable)
4. March 31, 1997 (Date of incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification (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. 23555 Euclid Avenue, Cleveland Ohio 44117 (Principal office address)
23555 Euclid Avenue, Cleveland Ohio 44117 (Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the laws of the state of Delaware and to conduct and promote any business in connection therewith. (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 32301
(City) (Zip code)

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.

Corporation Service Company
[Signature]
(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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider.

Address: _____

Vice President: _____

Address: _____

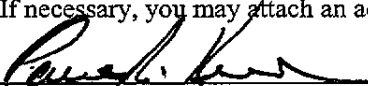
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Paul R. Keen, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

Directors of Argo-Tech Corporation (OEM)

Michael S. Lipscomb
23555 Euclid Avenue
Cleveland, OH 44117

Paul R. Keen
23555 Euclid Avenue
Cleveland, OH 44117

Frances S. St. Clair
23555 Euclid Avenue
Cleveland, OH 44117

Officers of Argo-Tech Corporation (OEM)

Chairman, President and CEO: Michael S. Lipscomb
23555 Euclid Avenue
Cleveland, OH 44117

Vice President and Secretary: Paul R. Keen
23555 Euclid Avenue
Cleveland, OH 44117

Vice President and CFO: Frances S. St. Clair
23555 Euclid Avenue
Cleveland, OH 44117

Treasurer: Paul A. Sklad
23555 Euclid Avenue
Cleveland, OH 44117

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARGO-TECH CORPORATION (OEM)" 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 TWENTY-FIRST DAY OF DECEMBER, A.D. 2001.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2732077 8300

AUTHENTICATION: 1521302

010660940

DATE: 12-21-01