Document Number Only

F98000002741

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

700002520877--1
-05/12/98--01082--020
*****70.00 *****70.00

CORPORATION(S) NAME

Vickers Incorporated

d/b/a

Vickers, Incorporated (an Aeroquip - Vickers, Inc. Company)

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(X) Profit
() NonProfit
( ) Limited Liability Co.
() Amendment
() Merger

(X) Foreign
() Dissolution/Withdrawal
() Mark

() Limited Partnership
() Reinstatement
() Annual Report
() Reservation
() Other UCC Filing
() Change of R.A.
( ) Fic. Name

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5/12

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CR2E031 (1-89)

CERTIFICATION

I, the undersigned James M. Oathout, do hereby certify that the following resolution of the Board of Directors of Vickers, Incorporated, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on April 29, 1998.

> "RESOLVED, that Vickers, Incorporated, organized and existing in the state of Delaware, hereby adopts the name, Vickers, Incorporated (of Delaware) for use in Florida."

James M. Oathout, Secretary

Dated: April 30, 1998

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Vickers, Incorporated
(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. 13-6122438
(FEI number, if applicable)

4. 3/22/63
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 2/1/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 3000 Strayer
Maumee, OH 43537
(Current mailing address)

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8. To engage in any lawful act or activity for which corporation may be formed
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

Gil S. Apelis, Asst. Secretary
(Type Name and Title of Officer)

(FL - 2189 - 1/6/98)

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 addresses of officers and/or directors: Please see attached sheet.

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable)

Chairman: ____________________

Address: ____________________

____

Vice Chairman: ____________________

Address: ____________________

____

Director: ____________________

Address: ____________________

____

Director: ____________________

Address: ____________________

____

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B. OFFICERS (Street address only - P.O. Box **NOT** acceptable)

President: ____________________

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. James M. Oathout, Secretary
(Typed or printed name and capacity of person signing application)

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(FLA. 2189 - 1/6/98)

Vickers, Incorporated

Directors

Darryl F. Allen
John H. Weber
James M. Oathout

Officers

Darryl F. Allen	-	Chairman of the Board
John H. Weber	-	President
James E. Kline	-	Vice President
Jon D. Bartol	-	Vice President - Global Information Systems
Lawrence R. Deininger	-	Group Vice President - Aerospace-Marine-Defense
Steven N. Douthit	-	Vice President - Global Operations, Sourcing and Engineering
Donald S. Gillespie	-	Vice President - Global Quality
Grant T. Hollett	-	Vice President and General Manager - Electronic Systems
Edward J. Neiheisel	-	Group Vice President - Industrial
Carlos G. Perea		Vice President - Global Human Resources
John F. Sullivan	-	Vice President - Global Business Development and Control
James M. Oathout	-	Secretary
Gary J. Findling	-	Treasurer
Michelle L. Potter	-	Assistant Secretary
Philip G. Simonds	-	Assistant Treasurer

Address for above directors and officers: 3000 Strayer, Maumee, OH 43537

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VICKERS, INCORPORATED" 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 FOURTEENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9025111

981141601

DATE: 04-14-98