F01000003600

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HARBOR FREIGHT TOOLS, USA, INC
(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:

Lisa G. Peres, Director of Tax
(Name of Person)

Harbor Freight Tools USA, Inc.
(Firm/Company)

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-07/02/01--01132--021
*****78.75 *****78.75

3491 Mission Oaks Bl, Post Office Box 6010
(Address)

Camarillo, CA 93011-6010
(City/State and Zip Code)

For further information concerning this matter, please call:

Diana Hires, Staff Accountant at (805)388-1000X4699
(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

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01 JUL -2 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is a check for the following amount:

- [ ] $70.00 Filing Fee
- [ ] $78.75 Filing Fee & Certificate of Status
- [x] $78.75 Filing Fee & Certified Copy
- [ ] $87.50 Filing Fee, Certificate of Status & Certified Copy

7/10

STF FL32376F.3

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. HARBOR FREIGHT TOOLS USA, 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, USA
(State or country under the law of which it is incorporated)

3. 77-0465196
(FEI number, if applicable)

4. September 3, 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. Harbor Freight Tools 9861 Beach Bl Jacksonville FL 32246-4703
(Principal office address)

Harbor Freight Tools 3491 Mission Oaks Bl POB 6010 Camarillo CA 93011
(Current mailing address)

8. Retail sale of tools, hardware, and related merchandise and service.
(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Rd

Plantation, Florida 33324
(City) (Zip Code)

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TALLAHASSEE, FLORIDA

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.

David I. Farber
DAVID I. FARBER
ASSISTANT SECRETARY
(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 addresses of officers and/or directors:**

A. DIRECTORS

Chairman: not applicable

Address:

Vice Chairman: not applicable

Address:

Director: Eric L. Smidt

Address: 3491 Mission Oaks Boulevard, Camarillo CA 93011-3110

Director: Allen E. Smidt

Address: 3491 Mission Oaks Boulevard, Camarillo CA 93011-3110

B. OFFICERS

President: Eric L. Smidt

Address: 3491 Mission Oaks Boulevard, Camarillo CA 93011-3110

Vice President: Jerry L. Dammeier

Address: 3491 Mission Oaks Boulevard, Camarillo CA 93011-3110

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary: Robert M. Glickman

Address: 3491 Mission Oaks Boulevard, Camarillo CA 93011-3110

Treasurer: Robert M. Glickman

Address: 3491 Mission Oaks Boulevard, Camarillo CA 93011-3110

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

13. X

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

14. Robert M. Glickman, Secretary/Treasurer (CFO)

(Typed or printed name and capacity of person signing application)

STF FL32376F.2

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARBOR FREIGHT TOOLS USA, 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 SEVENTH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HARBOR FREIGHT TOOLS USA, INC." WAS INCORPORATED ON THE THIRD DAY OF SEPTEMBER, A.D. 1997.

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

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01 JUL -2 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1177320

DATE: 06-07-01