

CT CORPORATION SYSTEM

F02000002355

CORPORATION(S) NAME

S-B Power Tool Corporation

FILED
02 MAY 10 PM 1:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
02 MAY 10 PM 3:14
DIVISION OF REGISTRATION

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/10/02

Order#: 5332157

Ref#:

800005504298--2

-05/13/02--01001--006

Amount: \$ *****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 10, 2002

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: S-B POWER TOOL CORPORATION
Ref. Number: W02000013644

FILED RECEIVED
02 MAY 10 02 PM 11:26
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

We have received your document for S-B POWER TOOL CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The R.A. must sign the acceptance statement in Item 10.

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 202A00029796

Buck please back
date to 5/10/02

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED
MAY 10 PM 1:49
STATE OF FLORIDA
TALLAHASSEE, 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. S-B Power Tool Corporation

(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. 30-0007824

(FEI number, if applicable)

4. December 13, 2001

(Date of incorporation)

5. Perpetual

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

6. 01/01/2002

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2800 South 25th Avenue

Broadview, IL 60155

(Current mailing address)

8. The Design, development, manufacture and sale of portable electric power tool products.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

C T Corporation System

Connie Bryan
(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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: (Street address ONLY - P.O. Box NOT acceptable)

02 MAY 18 PM 1:49
FILED
SERIALS & STATE
TALLAHASSEE, FLORIDA

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

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Alfred Odendahl

Address: Max Lang Strasse 40-46

70771 Leinfelden-Echterdingen, Germany

Director: Gary Saunders

Address: 2800 South 25th Avenue

Broadview, IL 60155

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

President: Patrick Maguire

Address: 4300 West Peterson Avenue

Chicago, IL 60646

Vice President: Gary Saunders

Address: 2800 South 25th Avenue

Broadview, IL 60155

Secretary: Luke Baer

Address: 2800 South 25th Avenue

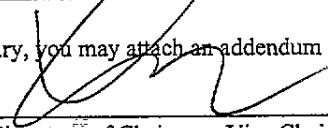
Broadview, IL 60155

Treasurer: Thomas Blankenship

Address: 2800 South 25th Avenue

Broadview, IL 60155

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. Luke Baer, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

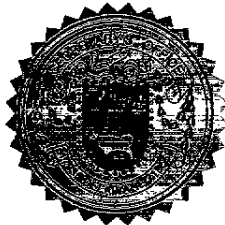
The First State

PAGE 102
SECRETARY OF STATE
MALLAHSEE, FLORENCE
MAY 10 PM 11:13
FILED

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "S-B POWER TOOL CORPORATION" 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 EIGHTH DAY OF MAY, A.D. 2002.

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.



3468451 8300

020294750

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1766646

DATE: 05-08-02