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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Irwin Industrial Tool Company
(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:

Christine E. Vogt
(Name of Person)

Newell Rubbermaid, Inc.
(Firm/Company)

10B Glenlake Parkway, Suite 600
(Address)

Atlanta, GA 30328
(City/State and Zip code)

For further information concerning this matter, please call:

Christine E. Vogt at (770) 407-3829
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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. Irwin Industrial Tool Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 47-0684112
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 17, 1985 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10B Glenlake Parkway, Suite 600, Atlanta, GA 30328
(Principal office address)

Same as principal office address
(Current mailing address)

8. Manufacture and sales of power tools, hand tools and saw blades
(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

By: Mary R. Adams MARY R. ADAMS
(Registered agent's signature) 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.

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

A. DIRECTORS

Chairman: James J. Roberts

Address: 10B Glenlake Parkway, Suite 600

Atlanta, GA 30328

Vice Chairman: Douglas L. Martin

Address: 10B Glenlake Parkway, Suite 600

Atlanta, GA 30328

Director: Dale L. Matschullat

Address: 10B Glenlake Parkway, Suite 600

Atlanta, GA 30328

Director: Gary B. Johnson

Address: 10B Glenlake Parkway, Suite 600

Atlanta, GA 30328

B. OFFICERS

President: James J. Roberts

Address: 10B Glenlake Parkway, Suite 600

Atlanta, GA 30328

Vice President: Ross Porter

Address: 10B Glenlake Parkway, Suite 600

Atlanta, GA 30328

Secretary: Dale L. Matschullat

Address: 10B Glenlake Parkway, Suite 600, Atlanta, GA 30328

Treasurer: Douglas L. Martin

Address: 10B Glenlake Parkway, Suite 600, Atlanta, GA 30328

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Corporate Secretary, Dale L. Matschullat

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

IRWIN INDUSTRIAL TOOL COMPANY

Officers:

James J. Roberts	President and Chief Executive Officer
Hartley D. Blaha	President – Corporate Development
Robert Heisner	President – Lenox Division
William Burke	President –North American Tool Group
Neil Eibeler	President – Irwin Power Tool Accessories
Shaun Holliday	President – New Business & Innovations
Ross Porter	Vice President – Group Controller
Dale L. Matschullat	Vice President – General Counsel and Corporate Secretary
Douglas L. Martin	Vice President – Treasurer
Nat Milburn	Vice President – Global Licensing
Joanne Chomiak	Assistant Secretary
Daniele Dardy	Assistant Secretary
Stuart Graff	Assistant Secretary
Lori A. Prokes	Assistant Secretary
John Stipancich	Assistant Secretary

The current and usual business address for the officers set forth above is as follows:

10B Glenlake Parkway, Suite 600, Atlanta, GA 30328

Delaware

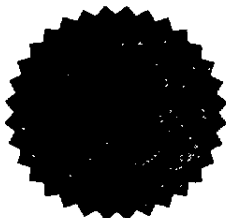
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IRWIN INDUSTRIAL TOOL COMPANY" 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 EIGHTEENTH DAY OF OCTOBER, A.D. 2005.

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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2062093 8300

AUTHENTICATION: 4231498

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DATE: 10-18-05