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September 27, 2000

Amendment Section
Division of Corporations
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Re: Application by Foreign Corporation for Withdrawal of Authority to Transact
Business or Conduct Affairs in Florida - Ryobi Outdoor Products, Inc.

Gentlemen:

In connection with the above-captioned matter, please find enclosed duplicate originals of an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida which we wish to file on behalf of Ryobi Outdoor Products, Inc. Also enclosed please find our check in the amount of \$35 for the filing fee.

Please send the Certificate of Withdrawal to us in the enclosed self-addressed stamped envelope. Should you have any questions regarding this matter, please do not hesitate to call me collect at 312-245-7479.

Thank you for your attention to this matter.

Very truly yours,

MASUDA, FUNAI, EIFERT & MITCHELL, LTD.

Denise H. Yamagiwa

Denise H. Yamagiwa
Legal Assistant

Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -2 PM 5:03

Withdraw.

10/5/00

JB

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

RYOBI OUTDOOR PRODUCTS, INC.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -2 PM 5:03

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

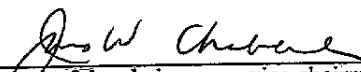
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Masuda, Funai, Eifert & Mitchell, Ltd.
(Mailing Address)

One East Wacker Drive, Suite 3200
Chicago, Illinois 60601
Attention: Mary W. Shellenberg
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

 President
Signature of the chairman or vice chairman of the board, president, or any officer. Title

James W. Chamberlain September 27, 2000
Typed or printed name Date