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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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-02/08/99-01068-005
*****70.00 *****70.00

PRICE PFIETER, INC.

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JEFFREY D. BUTTERFIELD

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**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. Price Pfister, 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
(State or country under the law of which it is incorporated)
3. 95-384-4796
(FEI number, if applicable)
4. May 18, 1983
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o The Black & Decker Corporation, Mail Stop No. TW285,
701 East Joppa Road, Towson, Maryland 21286
(Current mailing address)
8. Please see Exhibit A attached hereto and made a part hereof.
(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: 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

By: Charlie F. Shampang

(Registered agent's signature)

Charlie F. Shampang, Asst. Secy.

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)

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

Chairman: Please see Exhibit A attached hereto and made part hereof.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Please see Exhibit A attached hereto and made a part hereof.

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.

Price Pfister, Inc.

13. By: Charles E. Fenton
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Charles E. Fenton, Vice President & Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Price Pfister, Inc.
Application by Foreign Corporation for Authorization
to Transact Business in the State of Florida

Exhibit A

8. The purpose is as follows: to manufacture, sell, distribute, service and repair brass faucets, valves and other fittings for the kitchen and bathroom.
12. The names and addresses of the officers and directors are as follows:

A. DIRECTORS:

Ronald B. Cooper, 13500 Paxton Street, Pacoima, CA 91333-2371

Charles E. Fenton, 701 E. Joppa Road, Mail Stop No. TW230, Towson, MD 21286

Thomas M. Schoewe, 701 E. Joppa Road, Mail Stop No. TW244, Towson, MD 21286

B. OFFICERS:

Ronald B. Cooper, President, 13500 Paxton Street, Pacoima, CA 91333-2371

Linda H. Biagioni, Vice President, 701 E. Joppa Road, Mail Stop No. TW243, Towson, MD 21286

Charles E. Fenton, Vice President & Assistant Secretary, 701 E. Joppa Road, Mail Stop No. TW230, Towson, MD 21286

Barbara B. Lucas, Vice President & Secretary, 701 E. Joppa Road, Mail Stop No. TW245, Towson, MD 21286

William Phillips, Vice President - Sales, 13500 Paxton Street, Pacoima, CA 91333-2371

Thomas M. Schoewe, Vice President, 701 E. Joppa Road, Mail Stop No. TW244, Towson, MD 21286

Robert D. Turner, Vice President, 13500 Paxton Street, Pacoima, CA 91333-2371

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Exhibit A Continued

Mark M. Rothleitner, Treasurer, 701 E. Joppa Road, Mail Stop No. TW282,
Towson, MD 21286

Harry A. Pogash, Assistant Treasurer & Assistant Secretary, 701 E. Joppa Road,
Mail Stop No. TW285, Towson, MD 21286

Lucy P. Bosley, Assistant Secretary, 701 E. Joppa Road, Mail Stop No. TW266,
Towson, MD 21286

Dennis S. Adams, Assistant Treasurer, 701 E. Joppa Road, Mail Stop No.
TW278, Towson, MD 21286

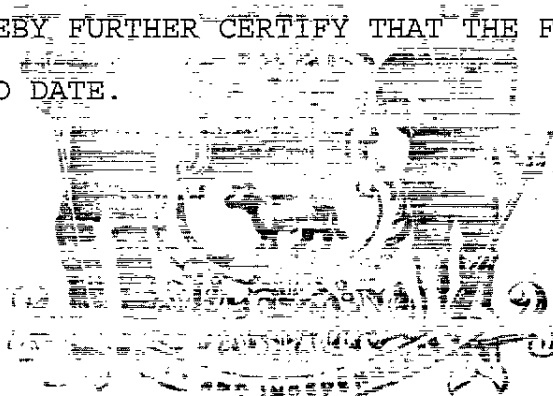
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRICE PFISTER, 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 FIRST DAY OF FEBRUARY, A.D. 1999.

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
Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

02-01-99