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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-05/19/99--01031--011
*****70.00 *****70.00

CORPORATION(S) NAME

The Timken Corporation

<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 _____ 05/19/99
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

RECORDED
99 MAY 19 11 11 AM '99
TALLAHASSEE, FLORIDA
DIVISION OF REVENUE

05/19/99

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. The Timken 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. Ohio

(State or country under the law of which it is incorporated)

3. 34-1878497

(FEI number, if applicable)

4. October 26, 1998

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1835 Dueber Avenue, S.W., Canton, Ohio 44706

(Current mailing address)

8. Sales, Marketing and Warehousing of Products.

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

G. S. Apellis, Asst. Secretary

(Type Name and Title of Officer)

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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.

13.



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

14.

Larry R. Brown - Senior Vice President and General Counsel - Secretary

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

THE TIMKEN CORPORATION

OFFICERS

Business Address
1835 Dueber Ave. S. W.
Canton, OH 44706

NAME AND TITLE	HOME ADDRESS
Bill J. Bowling Executive Vice President, Chief Operating Officer, and President - Steel	7529 Bethany Circle N. W. North Canton, OH 44720
Larry R. Brown Senior Vice President and General Counsel Secretary	326 Hume Street N. E. North Canton, OH 44720
Jon T. Elsasser Group Vice President - Bearings - Rail, Europe, Africa and West Asia	1074 Hickory Lane P. O. Box 589 Zoar, OH 44697
James W. Griffith Group Vice President - Bearings - North American Automotive, Asia Pacific and Latin America	1343 College Street S. E. North Canton, OH 44720
Karl P. Kimmerling Group Vice President - Alloy Steel	6654 Scarborough Rd. N. W. Canton, OH 44718
Robert L. Leibensperger Executive Vice President, Chief Operating Officer, and President - Bearings	6849 Chillingsworth Cir. N. W. Canton, OH 44718
Gene E. Little Senior Vice President - Finance Treasurer	2614 Orchard Park Dr. N. W. Canton, OH 44718
Salvatore J. Miraglia, Jr. Group Vice President - Bearings - North American Industrial and Super Precision	319 Concord St. N. W. Massillon, OH 44646
Stephen A. Perry Senior Vice President - Human Resources, Purchasing and Communications	5523 Loma Linda Lane N. E. North Canton, OH 44721
John J. Schubach Senior Vice President - Strategic Management and Continuous Improvement	135 Brookview S. W. North Canton, OH 44709
Thomas W. Strouble Senior Vice President - Technology	1208 Century Hill Louisville, OH 44641
W. R. Timken, Jr. Chairman, President and Chief Executive Officer, Director	2321 Brentwood Rd. N. W. Canton, OH 44708
Ward J. Timken Vice President, Director	6565 Hills & Dales Rd. N. W. Canton, OH 44708

THE TIMKEN CORPORATION

DIRECTORS

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W. R. Timken, Jr. Chairman, President and Chief Executive Officer; Director	2321 Brentwood Rd. N. W. Canton, OH 44708

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show THE TIMKEN CORPORATION, an Ohio Corporation, Charter No. 1039143, having its principal location in Canton, County of Stark, was incorporated on October 26, 1998, is currently in GOOD STANDING upon the records of this office.



*WITNESS my hand and official
seal at Columbus, Ohio on
April 6, 1999*

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell
Secretary of State