

Document Number On

F99000006273

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-12/06/99--01053--082
*****70.00 *****70.00

CORPORATION(S) NAME

Pentair Tool & Equipment Sales Co.

FILED STATE
SECRETARY OF CORPORATIONS
99 DEC -6 PM 3: 01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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| <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 | | |

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Verifier _____
Acknowledgement _____
W.P. Verifier _____

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RECEIVED
99 DEC -6 PM 12: 17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -6 PM 3:01

1. Pentair Tool & Equipment Sales Co.
(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. Minnesota (State or country under the law of which it is incorporated) 3. 41-1955250 (FEI number, if applicable)

4. September 24, 1999 (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 817.155, F.S.))

7. West 1500 County Road B2 St. Paul, Minnesota 55113-3105
(Current mailing address)

8. Independent sales representation.
(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

Michelle B. Justesen
(Registered agent's signature) (Officer)

Michelle B. Justesen
(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: James A. White

Address: 1500 West County Road B2

St. Paul, Minnesota 55113-3105

Vice Chairman: _____

Address: _____

Director: John H. Garlock

Address: 4825 Highway 45 N.

Jackson, Tennessee 38302-2468

Director: Steven R. Bentson

Address: 4825 Highway 45 N.

Jackson, Tennessee 38302-2468

B. OFFICERS

President: John H. Garlock

Address: 4825 Highway 45 N.

Jackson, Tennessee 38302-2468

Vice President: Steven R. Bentson

Address: 4825 Highway 45 N.

Jackson, Tennessee 38302-2468

Secretary: Roy T. Rueb

Address: 1500 West County Road B2

St. Paul, Minnesota 55113-3105

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STATE OF MINNESOTA
CORPORATION DIVISION
DEC 6 1999
PH 3:01

Treasurer: Roy T. Rueb

Address: 1500 West County Road B2

St. Paul, Minnesota 55113-3105

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

13.

R. T. Rueb

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

14. Roy T. Rueb, Secretary

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

FILED STATE
SECRETARY OF CORPORATIONS
MINNAPOLIS
DEC - 6 PM 3: 01

State of Minnesota

SECRETARY OF STATE

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99DEC-6 PM 3:01

Certificate of Good Standing

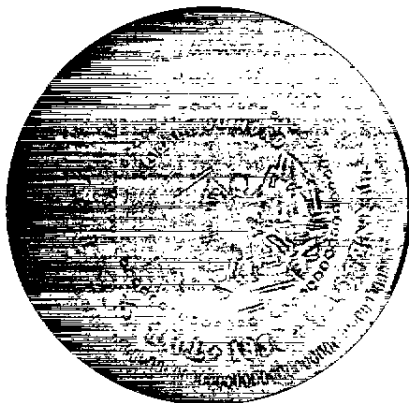
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Pentair Tool & Equipment Sales Co.

Date Formed: 09/24/1999

Chapter Governed By: 302A

This certificate has been issued on 12/01/99.



Mary Kiffmeyer
Secretary of State.