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Division of Corporations

DEAN MEAD ORLANDO

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Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
STIHL SOUTHEAST, INC.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA**AMENDED AND RESTATED ARTICLES OF INCORPORATION****OF****STIHL SOUTHEAST, INC.**

The Articles of Incorporation for STIHL SOUTHEAST, INC. (the "Corporation") were filed with the Florida Department of State on January 6, 1988, and assigned Florida Document Number K10843. Pursuant to the provisions of Section 607.1006 and 607.1007 of the Florida Statutes, the Corporation hereby adopts the following Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Stihl Southeast, Inc.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 2304 W. Taft Vineland Road, Orlando, Florida 32837, which shall also be the mailing address of the Corporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000), of which one thousand (1,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A

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voting common stock and nine thousand (9,000) shares having a par value of One dollar (\$1.00) per share shall be shares of Class B non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B non-voting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B non-voting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B non-voting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B non-voting common stock in proportion to the number of shares held by the holders of such shares.

ARTICLE V - BOARD OF DIRECTORS

The number of Directors of this corporation shall be one (1). The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

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ARTICLE VI - INDEMNIFICATION


This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 20th day of NOVEMBER, 2013.

STIHL SOUTHEAST, INC.

By: 
Robert G. Noble, Jr., President

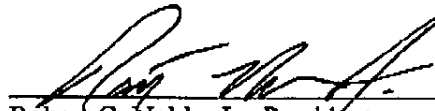
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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
STIHL SOUTHEAST, INC.**

ROBERT G. NOBLE, JR., being the duly elected, qualified and acting President of STIHL SOUTHEAST, INC., a Florida corporation (the "Corporation"), hereby certifies that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes on NOVEMBER 20, 2013, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes on NOVEMBER 20, 2013, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 20th day of NOVEMBER, 2013.


Robert G. Noble, Jr., President

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