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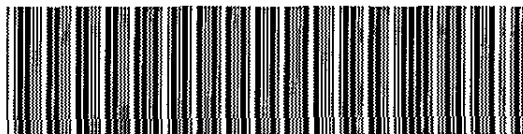
(Business Entity Name)

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February 1, 2007

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

U&I America Holdings, LLC

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

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NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF ORGANIZATION
OF
U&I AMERICA HOLDINGS, LLC

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TALLAHASSEE, FLORIDA

The undersigned, being a duly authorized representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization and hereby certifies:

ARTICLE I: NAME

The name of the limited liability company is U&I AMERICA HOLDINGS, LLC (the "Limited Liability Company").

ARTICLE II: ADDRESSES

The mailing address of the Limited Liability Company is 259 Third Street North, St. Petersburg, Florida, 33701. The street address of the principal office of the Limited Liability Company is 259 Third Street North, St. Petersburg, Florida, 33701.

ARTICLE III: DURATION

The period of duration for the Limited Liability Company shall commence with the filing of these Articles of Organization with the Florida Secretary of State and shall continue perpetually, unless terminated (i) by the unanimous vote of all Members of the Limited Liability Company or (ii) in accordance with the Limited Liability Company's Regulations (sometimes referred to as the Limited Company's Operating Agreement); provided always, however, that upon any such termination event, the existence and business of the Limited Liability Company may be continued by amendment of these Articles of Organization or the Regulations providing for the continued existence of the Limited Liability Company.

ARTICLE IV: PURPOSE

The purpose for which the Limited Liability Company is being formed is to engage in any activity or business permitted under the laws of the United States and State of Florida.

ARTICLE V: REGISTERED AGENT AND OFFICE

The Limited Liability Company designates 259 Third Street North, St. Petersburg, Florida, 33701, as the street address of the initial registered office of the Limited Liability Company and names Robert H. Willis, Jr., as the Limited Liability Company's initial registered agent at that address to accept service of process within the State of Florida.

ARTICLE VI: MANAGEMENT

The Limited Liability Company shall be conducted, carried on and managed by no less than one (1) Manager and no more than fifteen (15) Managers, who shall be elected by the Members of the Limited Liability Company in the manner prescribed by and provided in the Regulations of the Limited Liability Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Limited Liability Company. The name and address of the initial Manager(s) is as follows:

Dennis G. Ruppel
c/o MTD Technologies, Inc.
5201 - 102nd Avenue North
Pinellas Park, FL 33782

And

Robert H. Willis, Jr.
259 Third Street North
St. Petersburg, FL 33701.

Such Managers shall serve in such capacity until the first meeting of the Members or until his successor is duly elected and qualified.

ARTICLE VII: REGULATIONS

The power to adopt, alter, amend or repeal the Regulations of the Limited Liability Company shall be initially vested in the Members of the Limited Liability Company and thereafter in the manner prescribed by and provided in any adopted Regulations of the Limited Liability Company.

ARTICLE VIII: LIMITATION ON AGENCY AUTHORITY OF MEMBERS

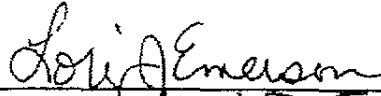
Pursuant to section 608.424 of the Florida Limited Liability Company Act, no Member of the Limited Liability Company shall be an agent for the Limited Liability Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a Member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 31 day of January, 2007.



Robert H. Willis, Jr.
Signature of Authorized Representative of Member
Executing the Articles of Organization

The foregoing instrument was acknowledged before me this 31 day of January, 2007,
by Robert H. Willis, Jr., who is personally known to me and who did take an oath.



[Notary Seal or Stamp]

Print Name: Lori J. Emerson
Notary Public—State of Florida
My Commission Expires: 5-27-09



**CERTIFICATE DESIGNATING PLACE, BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In pursuant of chapter 48.091, Florida Statutes, or more applicable statutes, the following is submitted:

FIRST: That U&I AMERICA HOLDINGS, LLC, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 259 Third Street North, St. Petersburg, Florida, 33701, has named Robert H. Willis, Jr., located at 259 Third Street North, St. Petersburg, Florida, 33701, as the agent to accept service of process with this State.

SECOND: Further, said U&I AMERICA HOLDINGS, LLC, has designated the location 259 Third Street North, St. Petersburg, Florida, 33701, as its registered office, and said Robert H. Willis, Jr., as its registered agent, pursuant to the provisions of Florida Statutes.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Limited Liability Company, at place designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of the Florida Limited Liability Act and am familiar with and fully accept the designation as registered agent for said Limited Liability Company and the obligations of that position.



Robert H. Willis, Jr.
As Registered Agent