

State of Idaho

Department of State

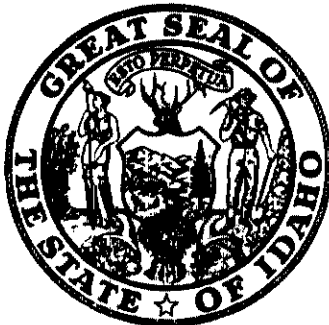
CERTIFICATE OF AUTHORITY OF

SNAP-ON INCORPORATED
File number C 106345

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SNAP-ON INCORPORATED for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SNAP-ON INCORPORATED to transact business in this State under the name SNAP-ON INCORPORATED and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 16, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Herold*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

Mar 16 9 28 AM '94

SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Snap-on Incorporated

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is April 30, 1930 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. Same

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

IDAHO SECRETARY OF STATE
19940516 0900 80490 4
CK #: 49531 CUST# 21069
CORP 10 20.00= 20.00

: C

Secretary of State use only

IDAHO SECRETARY OF STATE
19940516 0900 80490 2
CK #: 49530 CUST# 21069
CORP 10 120.00= 120.00

: C

ACA593

File Two Copies along with a Certificate
of Corporate Status or Existence

Fee: \$100 if typed with no attachments
\$120 if not type or if attachments are included

(IDAHO - 2542 - 7/13/93)

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached list of directors and officers</u>		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 4/26/94

Snap-on Incorporated

(Corporation Name)

By Michael F. Montemurro

Its President/Vice President (please specify)

Michael F. Montemurro, Sr. VP-Financial Services, Admin. &

and Susan F. Marrinan

CFO

Its Secretary/Assistant Secretary (please specify)

STATE OF Wisconsin)
) ss:

Susan F. Marrinan

COUNTY OF Kenosha)

I, Nancy G. Langridge, a notary public, do hereby certify that on

this 26th day of April, 19 94, personally appeared before

me Michael F. Montemurro, who being by me first duly sworn, declared that (s)he

is the Sr. VP-Financial Services,

Admin. & CFO of _____

Snap-on Incorporated

Sr. VP-Financial Services,

that (s)he signed the foregoing documents as Admin. & CFO of the corporation and that the statements therein contained are true.

Nancy G. Langridge
Notary Public

CURRENT OFFICERS
SNAP-ON INCORPORATED

Robert A. Cornog
Chairman, President, CEO
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5448

Branko M. Beronja
Vice President-Sales,
North America
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5126

Dan G. Craighead
Vice President-International
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5538

Gregory D. Johnson
Controller
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5323

James D. Johnson
Vice President-Sales, Snap-on Industrial
2801 - 80th Street
Kenosha, WI 53140
(414) 656-4742

Nicholas L. Loffredo
Vice President-Sales, Snap-on Tools
2801 - 80th Street
Kenosha, WI 53140
(414) 656-4731

Denis J. Loverine
Treasurer
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5421

Susan F. Marrinan
Vice President, Secretary &
General Counsel
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5550

Michael F. Montemurro
Sr. Vice President-Financial Services, Administration
& Chief Financial Officer
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5449

Jay H. Schnabel
Sr. Vice President-Diagnostics
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5315

James L. Somers
Sr. Vice President-Manufacturing & Technology
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5345

William R. Whyte
Vice President-Human Resources
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5477

Charles C. Wiersum
Vice President and General Manager-Hand Tools
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5234

BOARD OF DIRECTORS
SNAP-ON INCORPORATED

Bruce S. Chelberg
Whitman Corporation
3501 Algonquin Road
Rolling Meadows, IL 60008
(708) 818-5006

Robert A. Cornog
Chairman
Snap-on Incorporated
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5448

Donald W. Brinckman
Safety-Kleen Corp.
1000 N. Randall Road
Elgin, WI 60123
(708) 468-2001

Roxanne J. Decyk
Amoco Chemical Co.
200 E. Randolph Dr.
Chicago, IL 60601
(312) 856-3307

Raymond F. Farley
S.C. Johnson & Son
4061 N. Main Street
Racine, WI 53402
(414) 631-2562

Arthur L. Kelly
KEL Enterprises Ltd
Suite 1117
135 S. LaSalle Street
Chicago, IL 60603
(312) 580-7830

George W. Mead
Consolidated Papers
231 1st Avenue North
Wis. Rapids, WI 54495
(715) 422-3203

Edward H. Rensi
McDonald's Corp.
2915 Jorie Blvd.
Oak Brook, IL 60521
(708) 575-3259

Jay H. Schnabel
Snap-on Incorporated
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5315

Susan F. Marrinan
Snap-on Incorporated
2801 - 80th Street
Kenosha, WI 53140
(414) 656-5550

State of Delaware

Office of the Secretary of State

MAY 16 9 28 AM '94

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SNAP-ON INCORPORATED" 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 TENTH DAY OF MAY, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

*William T. Quillen*

William T. Quillen, Secretary of State

0280021 8300

AUTHENTICATION:

7114700

944082549

DATE:

05-10-94